



# THE STEP FORWARD

Invitation to the Shareholders for 20<sup>th</sup>  
Annual General Meeting (AGM)

12<sup>th</sup> July 2013 15:00 hrs.



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



25 June 2013

**Sub: Invitation to the Shareholders' for 20<sup>th</sup> Annual General Meeting (AGM) to be held on 12<sup>th</sup> July 2013**

To: Shareholders of Thai Carbon Black Public Company Limited

**Attachments:**

1. Copy of the Minutes of the 19<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> April 2013
2. Annual Report for the accounting year Jan – Mar 2013
3. Curriculum vitae of the directors who retire by rotation and offer for reappointment
4. The Company's definition on Independent Director
5. Document required to be presented for attending the AGM
6. Company's Articles of Association concerning the shareholders meeting and vote casting
7. Letter about appointment of proxy for AGM
8. Proxy Form, name and detail of a member of Audit Committee who can be a proxy
9. Map of the Annual General Meeting venue

The Board of Directors of Thai Carbon Black Public Company Limited (the “**Company**”) resolved to hold the 20<sup>th</sup> Annual General Meeting of the Company on Friday, the 12<sup>th</sup> July, 2013 at 15:00 hrs. at London Room, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Pathumwan, Bangkok 10330, Thailand to transact the following agenda :

**Agenda 1**

**To consider and adopt the minutes of 19<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> April, 2013**

**Necessity and Reason**

For the Annual General Meeting held on 19<sup>th</sup> April, 2013, 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 correctly recorded.

**Agenda 2**

**To consider and approve audited financial statements of the Company for the accounting year ended on 31<sup>st</sup> March 2013**

**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 year of the Company, which is to be audited and certified by auditor of the Company and presented for Shareholder's approval.

Pursuant to change in accounting period of the Company from 1<sup>st</sup> January to 31<sup>st</sup> December period earlier to 1<sup>st</sup> April to 31<sup>st</sup> March period as approved by the Revenue Department, the Company has closed its accounting for the period of 1<sup>st</sup> January 2013 to 31<sup>st</sup> March 2013.

**Opinion of the Board of Directors**

The Board has recommended the meeting to approve the balance sheet and profit and loss statements for the accounting year 1<sup>st</sup> January 2013 to 31<sup>st</sup> March 2013, 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 the Company's financial status and performance for the period is as follows:

Particulars	Unit	Consolidated financial statements	Separate financial statements
Assets	Million THB	15,861	13,454
Liabilities	Million THB	5,538	4,669
Shareholders' Equity	Million THB	10,323	8,785
Sales	Million THB	2,191	2,122
Total revenue	Million THB	2,334	2,266
Net profit	Million THB	234	(273)
Earnings per share	THB per share	0.78	(0.91)

Complete details of the above are as shown in the Company's Annual Report which is circulated along with this notice.

### Agenda 3

#### To consider and approve the dividend payment

##### Necessity and Reason

It's customary for companies to distribute a part of the profit earned during the year, after considering future outlook, economic environment, and requirements of funds for Capital expenditure, expansion, future growth and for investment in various projects. The dividend is recommended by Board of Directors and is approved by shareholders in General Meeting.

For the accounting year Jan - Mar 2013, the Board has recommended dividend at rate of Baht 0.11 per share amounting to Baht 33 million. The total dividend amount will be paid from tax exempt net profit under BOI's promotion certificate no. 1502(2)/2552, 1503(2)2552.

The Record Date on which the shareholders have right to receive the dividend is 24<sup>th</sup> June, 2013 and the share registration book will be closed on 25<sup>th</sup> June 2013 for compiling shareholders' name under the Section 225 of the Securities of Exchange Act B.E. 2535. The payment will be made on 9th August, 2013.

##### Opinion of the Board of Directors

The Board has recommended the Meeting to approve the dividend payment.

### Agenda 4

#### To consider and approve appointment of Directors who retire by rotation

##### Necessity and Reason

As per Company's Articles of Association Clause No.15, one third of the Directors, who have held office longest, shall retire from the office at every Annual General Meeting. 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 under this clause are eligible for re-election.

Following Directors retire by rotation in the 20<sup>th</sup> Annual General Meeting and being eligible, offer them for re-appointment. The Curriculum Vitae of these 4 Directors is in the attachment No.3.

1. Mr. Kumar Mangalam Birla Chairman
2. Mr. Prakrit Pradipasen Independent Director/Chairman of Audit Committee
3. Mr. Rajinderpal Singh Thakralbutra Director
4. Mr. Arvind K. Newar Independent 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 attachment No.4.

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 directors who retire by rotation because of their varied knowledge, experience and competency they will contribute to the Company's success and progress.

### **Agenda 5**

**To consider and approve the Auditor's appointment and Audit fee for accounting year of 12 months' period from 1<sup>st</sup> April 2013 to 31<sup>st</sup> March 2014**

### **Necessity and Reason**

The Board of Directors, with the recommendation of the Audit Committee, proposed Ernst & Young Office Limited as audit firm for the accounting year of 12 months' period from 1st April 2013 to 31st March 2014 on a fee of THB 950,000 plus reimbursement of expenses.

Name of the Auditors are:

- |                         |                  |
|-------------------------|------------------|
| Mr. Termphong Opanaphan | License No. 4501 |
| Ms. Thipawan Nananuwat  | License No. 3459 |
| Ms. Siraporn Ouaanunkun | License No. 3844 |

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 proposed remuneration of Baht 950,000 for the accounting year of 12 months' period from 1st April 2013 to 31st March 2014 is appropriate.

This 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 have no relation with the Company and its subsidiaries, the Executive, the Shareholders, or others related to those parties.

### **Opinion of the Board of Directors**

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

### **Agenda 6**

#### **To consider and approve to increase remuneration of Chairman of Board meetings and Amendment of Article 13 of Articles of Association of the Company**

#### **Necessity and Reason**

In order to recognize the special efforts put by Chairman of the Board and Committee meetings in proper conduct of the meetings, and also in line with general practice in the country, it is proposed to increase the remuneration of Chairman of Board and Audit committee meetings as below:

<b>Remuneration for every meeting</b>	<b>Present</b>	<b>Proposed</b>
Chairman of Board meeting	THB 25,000	THB 35,000
Chairman of Audit Committee meeting	THB 10,000	THB 15,000

Remuneration of Other Board members and Audit committee members remains same at THB 25,000 and THB 10,000 respectively for every meeting attended.

In connection with above increase in remuneration, Paragraph 2 of Article 13 of Articles of Association needs to be changed as below:

#### **Present Article**

The directors of the Company shall be entitled to receive fee for attending each meeting of Board of Directors in the maximum amount of Baht 25,000 per meeting. The remuneration of directors for performance of other duties shall be fixed by general meeting of shareholders. In addition to the fee for attending the Board of Directors Meeting as aforesaid, the Directors of the Company shall be entitled to be reimbursed for any expenses incurred by Directors due to the performance of their duties.

#### **Proposed Article**

The directors of the Company shall be entitled to receive fee for attending each meeting of Board of Directors or committee thereof, or for performance of any other duty, as may be decided by General Meeting of shareholders from time to time. The Directors shall also be entitled of reimbursement of any expenses incurred by them in performance of their duties.

The first paragraph of the Article no. 13 remain the same

### **Opinion of the Board of Directors**

The Board recommend to the Shareholders approval of above change.



## Agenda 7

### Other business (if any)

#### Notes:

The record date on which the Shareholders have right to attend and vote in the Company's 20<sup>th</sup> Annual General Meeting is 24<sup>th</sup> June, 2013 and share registration book will remain closed on 25<sup>th</sup> June 2013 for compiling shareholders' name under the Section 225 of the Securities of Exchange Act B.E. 2535.

The Company has also posted this invitation together with enclosures and Proxy Form on its website [www.birlacarbon.com](http://www.birlacarbon.com) in 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 and Chairman of the Audit Committee of the Company as detailed in Attachment 7, 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 and Director**

**THAI CARBON BLACK PUBLIC COMPANY LIMITED**  
**Minutes of the 19<sup>th</sup> Annual General Meeting of the Shareholders**

Minutes of the 19<sup>th</sup> Annual General Meeting of shareholders of Thai Carbon Black Public Company Limited (“the Company”) held on Friday, the 19<sup>th</sup> April, 2013 at 16:00 hrs at Novotel Bangkok Fenix Ploenchit Hotel, Ruamrudee Ballroom, 566 Phloenchit Road, Bangkok 10330, Thailand and concluded at 18.30 hrs.

At the outset, Mr. Rajesh Jha, Company Secretary welcomed to the shareholders.

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

The Chairman informed that the meeting is being attended by 161 shareholders present (including those represented by proxies), representing 217,707,410 shares equivalent to 72.57% 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 Articles. The Chairman then declared the meeting opened and proposed the meeting to consider the following matters according to the agenda.

The Chairman welcomed to the shareholders and introduced Directors present at the meeting:

<b>Mr. Sanjeev Sood</b>	<i>Director &amp; President</i>
<b>Mr. Sachin Jitendra Mehta</b>	<i>Independent Director</i>
<b>Mr. Prakrit Pradipasen</b>	<i>Independent Director / Chairman Audit Committee</i>
<b>Mr. S. S. Mahansaria</b>	<i>Independent Director / Audit Committee member</i>
<b>Mr. Deepak Mittal</b>	<i>Director</i>

He also introduced Mr. Termphong Opanaphan and Mr. Vanus Sinpornchai from Ernst & Young Office Limited (Auditors).

The President introduced the management team as under:

<b>Mr. K. B. Jeong</b>	<i>Unit Head</i>
<b>Mr. Surendra Pandey</b>	<i>Senior Vice President – Manufacturing</i>
<b>Mr. Gaurav Dubey</b>	<i>Vice President - Marketing</i>
<b>Mr. Prabhat Gupta</b>	<i>Vice President - Finance &amp; Commercial</i>
<b>Mr. Wisuth Jiraphakorn</b>	<i>Technology Head</i>
<b>Ms Sudarat Pholjaroen</b>	<i>DGM - Training</i>
<b>Mr. Ongart T.</b>	<i>Sr. Manager – Marketing</i>
<b>Ms. Yupha Sanguansajjaphong</b>	<i>Manager - Marketing</i>

On request of Chairman, Mr. Sanjeev Sood read out the Directors’ report.

Mr. Rajesh Jha explained the rules for conducting the meeting and procedure of voting on the agenda.

After shareholders acknowledged and approved the polling procedures, the Chairman proceeded with agenda of the meeting:

**Agenda 1**

**To consider and adopt the minutes of Extraordinary General Meeting (1/2013) held on 1st March, 2013**



The Chairman informed that a copy of the minutes of Extraordinary General Meeting held on 1<sup>st</sup> March 2013 was distributed to all the shareholders of the Company together with the notice of this meeting. The Chairman requested the meeting to approve the minutes and invited questions from shareholders.

The questions asked by the shareholders were answered by the Management as under:-

Q: Asked about mailing of Minutes to all the shareholders of the company immediately after the meeting.

A: Management explained that as required under Disclosure guidelines of Stock Exchange, important resolutions passed in the meeting are uploaded on SET website, and detailed minutes are circulated to all shareholders along with notice of following General meeting.

The minutes were approved by following voting:

Votes in favor	217,689,139	99.9832%
Votes against	2,670	0.0012%
Abstained from voting	34,000	0.0156%

## Agenda 2

### To consider and approve audited financial statements of the Company for year ended on 31<sup>st</sup> December 2012

The Chairman briefly explained the operating results of the Company for year 2012 and then invited questions from the shareholders. Management response to the questions was as below:

Q : Asked about the competition from China and company's strategy?

A : Management informed shareholders about relative strengths of the company e.g. high quality standards, ability to make very high performance grades, vast product range, consistent supply record and just-in-time supply to Thailand customers, global relations with large tire companies; and also about several steps being taken by the company to improve competitive position against low cost carbon black supplied by smaller Chinese manufacturers in the region. Management also informed about limitations of producing high performance grades from Coal-tar based raw material used by small Chinese manufacturers.

Q : Asked about the lower sales performance while the Thailand automobile market is showing good growth and first car subsidy by Government of Thailand.

A : Management responded that a large portion of tire production in Thailand is exported to European countries and USA. Weak tire demand from Europe and USA resulted in Thailand tire companies operating at 60-70% of capacity utilization, and so a weak demand of Carbon Black.

Q : Asked about reasons of lower performance of fourth quarter.

A : Management responded that during fourth quarter, demand from global tire companies was weak due to inventory corrections.

Q : Asked about cash flow during the year.

A : Management responded that primarily the cash inflow during the year were used for increasing working capital and repayment of borrowings. More details are provided in Cash flow statement.

Q : Suggested changing depreciation policy and depreciating assets over a longer period, and also revaluation of assets to increase book value per share.

- A : Management responded that depreciation policy has been consistently followed, and auditors are in agreement with appropriateness of the policy. Management is not contemplating any change in the policy. Revaluation is not a very common practice.
- Q : Suggested changing depreciation policy and depreciating assets over a longer period, and also revaluation of assets to increase book value per share.
- A : Management responded that depreciation policy has been consistently followed, and auditors are in agreement with appropriateness of the policy. Management is not contemplating any change in the policy. Revaluation is not a very common practice.
- Q : Asked about whether interest income is part of tax exempt promotional income.
- A : Management responded that interest income is taxable.
- Q : Asked about details of technology agreements and royalty payments.
- A : Management responded that technology agreements are confidential and disclosure of further details, beyond what is already provided in financial statements, would be detrimental to interests of the company.
- Q : Asked about whether the foreign exchange derivatives and swaps are plain vanilla contracts.
- A : Management responded that foreign exchange derivatives were plain vanilla forward purchase/sale contracts.
- Q : Asked about status of Department of Revenue approval of change in accounting year.
- A : Management responded that permission has already been received.
- Q : Asked about some large value transactions in shares of the Company on certain dates, movement in share prices and whether there is any change in management.
- A : Management responded that there is no change in management, and company is not informed of any of these transactions. Share prices are decided by the buying and selling interest in the Company's shares and Company or its management is not expected, or even legally allowed, to interfere in the free trade on stock exchange.
- Q : Asked about the reasons of converting loan of \$2 million to subsidiary company into equity.
- A : Management responded that due to continuous losses in past, the net worth of Liaoning Birla Carbon Co., Ltd, was fully eroded and Thai Carbon Black, being parent company needs to give comfort to lenders by increasing stakes. Your Board considered it better option to convert loan into equity rather than cash infusion.
- Q : Asked about whether there is any change in the decision to remove foreign shareholding limit and what is the status of application.
- A : Management responded there is no change in the decision, and Company's application to concerned authorities, to allow this change, is under their consideration.

After discussions, the agenda item was put to vote and approved by following voting as follows:

Votes in favor	217,689,241	99.9832%
Votes against	2,670	0.0012%
Abstained from voting	34,000	0.0156%

### Agenda 3

#### To consider and approve the dividend payment for the year 2012

The Chairman informed for year 2012, the Board has recommended dividend at rate of Baht 0.44 per share amounting to Baht 132 million. The total dividend amount will be paid from tax exempt net profit under BOI's promotion certificate no. 1768(2) /2548, 1502(2)/2552, 1503(2)2552.

The Record Date on which the shareholders have right to receive the dividend for year 2012 is 2<sup>nd</sup> April, 2013 and the share registration book will be closed on 3<sup>rd</sup> April 2013 for compiling shareholders' name under the Section 225 of the Securities of Exchange Act B.E. 2535. The payment will be made on 16th May, 2013.

He informed that Board took this decision after considering future outlook, economic environment, and requirements of funds for Capital expenditure, expansion, future growth and for investment in various projects.

He requested the General Meeting to consider and approve the dividend.

Management responded to shareholders questions as below:

Q : While consolidated profits are higher for year 2012 compared to previous year why the dividend was reduced. Also the lower dividend was against policy of 20-35% payout.

A : Management responded that there is considerable uncertainty in near future outlook due to many factors, demand supply mismatches from Chinese capacity additions, cost differences between coal-tar and FCC oil, time taken in sustained economic recovery in Europe and US, frequent changes in Government policies, etc., and this low visibility calls for prudent cash management and conserve resources to come out from this period much stronger. Also there are huge capital expenditure requirements in technology, quality, health and environment to remain competitive and compliance. Board has considered those factors while recommending a lower dividend.

Management reminded that the policy of 20-35% payout is subject to additional considerations like cash flow requirements, business outlook, etc.

Q : Will company pay dividend for next period, i.e. a short accounting year of Jan-Mar 2013?.

A : Chairman responded that this is a pre-mature question, as Board has not yet reviewed audited financial statements of that period.

Q : Is there any change in Directors' remuneration also?.

A : Chairman responded that the Directors' remuneration is very reasonable in comparison to similar size companies listed on stock exchange and there is no proposal of change in remuneration at this moment.

After discussions, the agenda item was put to vote and approved by following voting as follows:

Votes in favor	214,835,541	98.6725%
Votes against	93,870	0.0431%
Abstained from voting	2,796,500	1.2844%

#### Agenda 4

##### To consider and approve appointment of Directors who retire by rotation

Chairman informed that per Company's Articles of Association Clause No.15, one third of the Directors, who have held office longest, shall retire from the office at every Annual General Meeting. 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 under this clause are eligible for re-election. Following Directors retire by rotation in the 19<sup>th</sup> Annual General Meeting and being eligible, have offered themselves for re-appointment. The Curriculum Vitae of these 4 Directors is already provided in meeting invitation.

1. Ms. Rajashree Birla Director
2. Mr. S. S. Mahansaria Independent Director/ Audit Committee Member
3. Mr. Deepak Mittal Director
4. Ms. Rachani Kajiji Director

Chairman informed that 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.

Chairman invited Shareholders' questions before voting, which were answered by management as below:

Q : Suggested to disclose the Title of Padma Bhushan bestowed on Ms. Rajashree Birla by Government of India in her qualifications

A : Management noted the suggestion with thanks.

Q : Asked to introduce the two Directors, out of four directors proposed for reappointment, present in the meeting.

A : Chairman briefly introduced Mr. S.S. Mahansaria and Mr. Deepak Mittal highlighting their long association with Thai Carbon Black and contribution to success of the company.

The meeting approved the reappointment of Directors by voting as follows:

Mrs. Rajashree Birla	Votes in favor	206,069,241	94.6462%
	Votes against	11,622,670	5.3382%
	Absence from voting	34,000	0.0156%
Mr. S. S. Mahansaria	Votes in favor	217,669,141	99.9739%
	Votes against	22,770	0.0105%
	Absence from voting	34,000	0.0156%
Mr. Deepak Mittal	Votes in favor	206,069,141	94.6461%
	Votes against	11,622,770	5.3383%
	Absence from voting	34,000	0.0156%
Ms. Rachani Kajiji	Votes in favor	206,069,141	94.6461%
	Votes against	11,622,770	5.3383%
	Absence from voting	34,000	0.0156%

## Agenda 5

### To consider and approve the Auditor's appointment and Audit fee for short accounting year of 3 month's period from 1<sup>st</sup> January 2013 to 31<sup>st</sup> March 2013

Chairman informed that pursuant to change in accounting year (from Jan-Dec to Apr-Mar) approved by shareholders in Extraordinary general meeting held on 1<sup>st</sup> March 2013, the company would have an intermittent short accounting year of period Jan-Mar before migrating to regular April-March accounting year. The Board of Directors, with the recommendation of the Audit Committee, proposed Ernst & Young Office Limited as audit firm for the short accounting year of 3 month's period from 1st January 2013 to 31st March 2013 on a fee of THB 350,000 plus reimbursement of expenses.

Name of the Auditors are:

Mr. Termphong Opanaphan      License No. 4501  
Ms. Thipawan Nananuwat      License No. 3459  
Ms. Siraporn Ouuanunkun      License No. 3844

He read out 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 proposed remuneration of Baht 350,000 for the short accounting year of 3 month's period from 1st January 2013 to 31st March 2013 is appropriate considering remuneration of Baht 950,000 for full year 2012. "

He further informed that this 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 have no relation with the Company and its subsidiaries, the Executive, the Shareholders, or others related to those parties.

Chairman invited Shareholders' questions before voting, which were answered by management as below:

Q : Asked about status of Department of Revenue approval of change in accounting year.

A : Management responded that permission has already been received.

After discussions, the agenda item was put to vote and approved by following voting as follows:

Votes in favor	217,669,711	99.9742%
Votes against	22,100	0.0101%
Absence from voting	34,100	0.0157%

## **Agenda 6**

### **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 proposals.

The meeting concluded at 18:30 hrs.



(Prakit Pradipasen)

***Chairman of the Meeting***

**Curriculum-Vitae of Directors who retired by rotation and offer them for reappointment**

**1. Mr. Kumar Mangalam Birla, Chairman**

**Age 45**

Education: - F. C. A. (The Institute of Chartered Accountants of India), M. B. A. (London Business School)

Shareholding – Nil

Conflict of interest – None

Board meeting attendance during Jan-Mar'2013 – Nil (being foreign director)

Family relation among the management - Son of Mrs. Rajashree Birla (Director)

**Directorships in other Companies**

**Listed Companies** Director, Thai Rayon Public Company Ltd

**Non Listed Companies** Director, Thai Acrylic Fibre Co. Ltd

Director, Thai Peroxide Company Ltd

Director, Indo Thai Synthetics Co. Ltd

Director, Thai Polyphosphate & Chemicals Co. Ltd

Director, Aditya Birla Chemicals (Thailand) Ltd

**2. Mr. Prakit Pradipasen, Independent Director / Chairman of Audit Committee**

**Age 70**

Education: - Bachelor of Science-Business Administration (Silliman University, Philippines), M. B. A. (Wayne State University, USA), Qualified Director Accreditation Program (DAP 1/2003) of IOD

Shareholding – 15,000 Shares (0.005%)

Conflict of interest – None

Board meeting attendance during Jan-Mar'2013 – 2 out of 2

Family relation among the management – None

**Directorships in other Companies**

**Listed Companies** Chairman, Asian Marine Services Pcl.

Chairman, Diamond Roofing Tiles Pcl.

Chairman, The Erawan Group Pcl.

Director, Siam United Services Pcl.

Independent Director/Audit Committee member, Bata Shoe of Thailand Pcl.

Independent Director/Audit Committee member, Luckytex (Thailand) Pcl.

Independent Director/Audit Committee member, Supalai Pcl.

Independent Director/Audit Committee member, Haad Thip Pcl.

**Non Listed Companies** None



### **3. Mr. Rajinderpal Singh Thakralbutra, Director**

**Age 56**

Education: Mathayom Suksa 6

Shareholding – Nil

Conflict of interest – None

Board meeting attendance during Jan-Mar'2013 – 1 out of 2

Family relation among the management- None

**Directorships in other Companies**

**Listed Companies: None**

**Non Listed Companies**     Director, Punjab Development Co. Ltd.  
Director, Thai Punjab Co. Ltd  
Director, Lotus Power Ltd.  
Director, Altea Regency Park Bangkok Ltd

### **4. Mr. Arvind K. Newar, Independent Director**

**Age 67**

Education: - B.A. (Honors) – Political Science

Shareholding – Nil

Conflict of interest – None

Board meeting attendance in Jan-Mar'2013 – Nil (being foreign director)

Family relation among the management - None

**Directorships in other Companies: None**

None of the Directors have any of the forbidden qualifications, namely:

- Committing dishonesty and offence against property
- Entering into a transaction which may cause conflict of interest with Thai Carbon Black Public Co. Ltd.

### **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.

**Documents required to be presented for attending the Annual General Meeting**

**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 card would be exchanged for a meeting pass, and would be returned when leaving the meeting.

**The Company reserves the right to permit only person who presents correct and complete document(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.

25<sup>th</sup> June 2013

**Re:** Appointment of proxy for 20<sup>th</sup> Annual General Meeting of 2013

**To:** The Shareholders

The Company would like to inform the process for appointment of proxy for the 20<sup>th</sup> Annual General Meeting of 2013 to be held on Friday, the 12<sup>th</sup> July, 2013 at 15:00 hrs. at London Room, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Pathumwan, Bangkok 10330, Thailand, as follows:

In case you cannot attend the meeting, please appoint other person or Mr. Prakrit Pradipasen (Age 70), 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:

**Company Secretary,**

**Thai Carbon Black Public Company Limited**

**888/122,128, Mahatun Plaza, 12<sup>th</sup> Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330**

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

Sincerely,



**(Sanjeev Sood)**

President and Director