Invitation to the Shareholders for 21st Annual General Meeting (AGM) to be held on 16th July 2014 15:00 hrs.

Sustainance through Good Governance
6 June 2014

Sub: Invitation to the Shareholders’ for 21st Annual General Meeting (AGM) to be held on 16th July 2014

To: Shareholders of Thai Carbon Black Public Company Limited

Attachments:
1. Copy of the Minutes of the 20th Annual General Meeting held on 12th July 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 21st Annual General Meeting of the Company on Wednesday, the 16th July, 2014 at 15:00 hrs. at Ruamrudee Ballroom, Novotel Ploenchit Bangkok Hotel, 566 Ploenchit Road, Bangkok 10330, Thailand to transact the following agenda:

Agenda 1
To consider and adopt the minutes of 20th Annual General Meeting held on 12th July, 2013

Necessity and Reason
For the Annual General Meeting held on 12th July, 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 31st March 2014

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.

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 31st March 2014, 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 year 2013-14 is as follows:

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Unit</th>
<th>Consolidated financial statements</th>
<th>Separate financial statements</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Assets</strong></td>
<td>Million THB</td>
<td>15,632</td>
<td>13,383</td>
</tr>
<tr>
<td><strong>Liabilities</strong></td>
<td>Million THB</td>
<td>4,239</td>
<td>4,239</td>
</tr>
<tr>
<td><strong>Shareholders’ Equity</strong></td>
<td>Million THB</td>
<td>11,393</td>
<td>9,145</td>
</tr>
<tr>
<td><strong>Sales</strong></td>
<td>Million THB</td>
<td>7,789</td>
<td>7,789</td>
</tr>
<tr>
<td><strong>Total revenue</strong></td>
<td>Million THB</td>
<td>8,214</td>
<td>8,024</td>
</tr>
<tr>
<td><strong>Net profit</strong></td>
<td>Million THB</td>
<td>1,128</td>
<td>528</td>
</tr>
<tr>
<td><strong>Earnings per share</strong></td>
<td>THB per share</td>
<td>3.76</td>
<td>1.76</td>
</tr>
</tbody>
</table>

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 year 2013-14, 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. 1502(2)/2552, 1503(2)/2552.

The Record Date on which the shareholders have right to receive the dividend is 5th June, 2014 and the share registration book will be closed on 6th June 2014 for compiling shareholders’ name under the Section 225 of the Securities of Exchange Act B.E. 2535. The payment will be made on 14th August, 2014.

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 21st Annual General Meeting and being eligible, offer them for re-appointment. The Curriculum Vitae of these 3 Directors is in the attachment No.3.

1. Dr. Santrupt Misra   Director
2. Mr. G.K. Tulsian   Independent Director/Audit Committee member
3. Mr. Sanjeev Sood   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 from 1st April 2014 to 31st March 2015**

**Necessity and Reason**

The Board of Directors, with the recommendation of the Audit Committee, proposed KPMG Phoomchai Audit Ltd. as audit firm for the accounting year of 12 months’ period from 1st April 2014 to 31st March 2015 on a fee of THB 1,000,000 plus reimbursement of expenses.

Name of the Auditors are:

Orawan Chunhakitpaisan   License No. 6105
Waivyawat Kosamarnchaiyakij   License No. 6333
Wilai Buranakittisopon   License No. 3920

In opinion of the Audit Committee, the proposed remuneration of Baht 1,000,000 for the accounting year of 12 months’ period from 1st April 2014 to 31st March 2015 is appropriate.

The present auditors of the Company are EY Office Limited, represented by following persons:

Termphong Opanaphon   License No. 4501
Thipawan Nananuwat   License No. 3459
Siraporn Ouaanunkun   License No. 3844

Their remuneration for financial year April 2013 to March 2014 was THB 950,000.

This change of auditors 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
Other business (if any)

Notes:
The record date on which the Shareholders have right to attend and vote in the Company’s 21st Annual General Meeting is 5th June, 2014 and share registration book will remain closed on 6th June 2014 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 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 20th Annual General Meeting of the Shareholders

Minutes of the 20th Annual General Meeting of shareholders of Thai Carbon Black Public Company Limited ("the Company") held on Friday, the 12th July, 2013 at 15:00 hrs at London Room, Plaza Athenee Hotel, 61 Wireless Road, Bangkok 10330, Thailand and concluded at 17:15 hrs

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

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

The Chairman informed that the meeting is being attended by 177 shareholders present (including those represented by proxies), representing 224,033,771 shares equivalent to 74.68% 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:

- Mr. Prakit Pradipasen Independent Director / Chairman Audit Committee
- Mr. S. S. Mahansaria Independent Director / Audit Committee member
- Dr. Santrupt Misra Director
- Mr. G. K. Tulsian Director/Audit Committee member
- Mr. Sanjeev Sood Director & President
- Mr. Deepak Mittal Director
- Mr. R. S. Thakralbutra Director

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

The President introduced the management team as under:

- Mr. K. B. Jeong Unit Head
- Mr. Prabhat Gupta Vice President – Finance & Commerce
- Mr. Latthasit Thongkleaw AVP-HR & Administration
- Mr. Amit Saini General Manager-Marketing
- Mr. Wisuth Jiraphakorn Technology Head
- Mr. Ongart T. Sr. Manager – Marketing
- Ms. Yupha Sanguansajjaphong Manager - Marketing

Mr. Rajesh Jha read out 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 19th Annual General Meeting held on 19th April, 2013

The Chairman informed that a copy of the minutes of Annual General Meeting held on 19th April 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 minutes were approved by following voting:

<table>
<thead>
<tr>
<th></th>
<th>Votes in favor</th>
<th>100.00%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Votes in favor</td>
<td>223,968,821</td>
<td></td>
</tr>
<tr>
<td>Votes against</td>
<td>-</td>
<td></td>
</tr>
<tr>
<td>Abstained from</td>
<td>-</td>
<td></td>
</tr>
</tbody>
</table>

Agenda 2
To consider and approve audited financial statements of the Company for period January 2013 to March 2013

The Chairman briefly explained the operating results of the Company for the accounting period January to March 2013.

Mr. Sood read out the Directors’ report to Shareholders.

Chairman then invited questions from the shareholders. Management response to the questions was as below:

Q : The reasons of loss of 273 million baht in standalone financials while consolidated financials shows the profit of 234 million baht?
A : The separate financial statement showing loss of 273 million baht is due to the impairment provision of Investments in 100% subsidiary in China (Liaoning Birla Carbon Co. Ltd.). However inter-company investments and other transactions between holding and subsidiary company do not affect consolidated financial statements which present a total picture.

Q : Asked about the future of China Subsidiary and what steps the Board envisage to improve performance of the Subsidiary?
A : Chairman informed that Board has considered this in detail and taken a view of the matter. Decision of the Board would be informed to shareholders through public disclosure on Stock Exchange.

Q : Asked about the overview of the business and future outlook, and competition from Chinese products in Thailand and ASEAN countries?
A : Mr. Sood explained in detail the performance of the company for the accounting period January 2013 to March 2013, and provided an overview of the business and future outlook. He explained about the cost advantage enjoyed by Chinese manufacturers due to cheap availability of coal tar, and also the gradual quality improvements of Chinese products. He briefed the meeting about various steps taken by the Company to compete against Chinese manufacturers, maintain quality differential and cost improvements.

Q : Asked about the sales distribution in Export and Domestic customers and about the main customers.
A : Management responded that out of total sales, the distribution between Domestic and Exports sales remains approximately at 60% and 40% respectively. The customers are global and also local tire manufacturers. The company also supplies to other rubber goods manufacturers and a small portion of production for specialty applications too.
Q: Asked about the Business of Indigold Carbon Mauritius Limited.
A: Management responded that Indigold Carbon Mauritius Limited is the investment vehicle for ownership in Columbian Chemicals. Approval of this investment was given by shareholders in 2011. The investment is performing well and adding to consolidated profitability of Thai Carbon Black as disclosed in annual report.

Q: Asked about ‘Emphasis of matter’ on new accounting policies as mentioned in the Auditors’ report
A: Management explained Thai Accounting Standard 12 Income taxes has become applicable to the Company for accounting period beginning 1st January 2013. As a result, company is now able to recognize deferred tax assets in financial statements. The impact of this change is explained in note number 5 of the financial statements. Auditors also explained the detailed working of the deferred tax calculations.

Q: Asked about the subsidiary company in Mexico and its plan about the future.
A: Management responded that Mexico, being close to US, offers an excellent opportunity for future expansion of Carbon Black business when US economy comes out of recession and demand picks-up again. Management is keeping the Mexico subsidiary floating by incurring minimum running expenditure to reduce the ‘time-to-market’ when US economy bounces back.

Q: Asked the cash flows of the Company, and reasons of reduction in cash from 1075 million THB at start of year 2012 to 8 million THB by the end of 2012?
A: Management explained the cash flows of the Company and also the fact that the question pertains to last year financials and was already explained in previous annual general meeting.

Q: Asked about explaining tax expenses of the Company in view of the loss situation?
A: Management explained pursuant to adoption of Thai Accounting Standard 12 Income taxes, company is required to recognize deferred tax assets of future tax benefits of current losses. As such tax is a negative figure and corresponds to net loss situation. Company auditors also explained tax workings as detailed in note number 24 of financial statements.

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

<table>
<thead>
<tr>
<th>Votes</th>
<th>Amount</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Votes in favor</td>
<td>223,615,175</td>
<td>99.8132%</td>
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<tr>
<td>Votes against</td>
<td>32,474</td>
<td>0.0145%</td>
</tr>
<tr>
<td>Abstained from</td>
<td>386,000</td>
<td>0.1723%</td>
</tr>
</tbody>
</table>
Agenda 3
To consider and approve the dividend payment for the period January 2013 to March 2013

The Chairman informed that for the period January 2013 to March 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 for year Jan-Mar 2013 was 24th June, 2013 and the share registration book was closed on 25th 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.

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.

Shareholders asked following questions and management responded as below:

Q : Asked about the reasons of not declaring a higher dividend?
A : Management responded that in spite of net loss during current accounting period, Board has taken a holistic view of the situation including cash flow requirements, business situation, and shareholders’ expectations while recommending this dividend.

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

<table>
<thead>
<tr>
<th>Votes in favor</th>
<th>224,033,769</th>
<th>100.0000%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Votes against</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Abstained from</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

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 20th 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. Mr. Kumar Mangalam Birla Chairman
2. Mr. Prakit Pradipasen Independent Director/ Audit Committee Chairman
3. Mr. Rajinderpalsingh Thakralbutra Director
4. Mr. Arvind K Newar Independent 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.
The meeting approved the reappointment of Directors by voting as follows:

<table>
<thead>
<tr>
<th>Director</th>
<th>Votes in favor</th>
<th>Votes against</th>
<th>Absence from voting</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Kumar Mangalam Birla</td>
<td>211,306,022</td>
<td>12,727,747</td>
<td>-</td>
</tr>
<tr>
<td>Mr. Prakit Pradipasen</td>
<td>224,006,022</td>
<td>27,747</td>
<td>-</td>
</tr>
<tr>
<td>Mr. Rajinderpalsingh Thakralbutra</td>
<td>211,306,022</td>
<td>12,727,747</td>
<td>-</td>
</tr>
<tr>
<td>Mr. Arvind K Newar</td>
<td>224,003,522</td>
<td>27,747</td>
<td>2,500</td>
</tr>
</tbody>
</table>

Agenda 5

To consider and approve the Auditor’s appointment and Audit fee for accounting year 1\textsuperscript{st} April 2013 to 31\textsuperscript{st} March 2014

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

Name of the Auditors are:

- Mr. Termphong Opanaphon  License No. 4501
- Ms. Thipawan Nananuwat License No. 3459
- Ms. Siraporn Ouanaununk License No. 3844

Chairman read out Audit Committee opinion 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 from 1\textsuperscript{st} April 2013 to 31\textsuperscript{st} March 2014 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.

Shareholders asked question about whether the auditors have visited and audited all subsidiary and associate companies’ financial statements which gets rolled-up into Thai Carbon Black’s consolidated financial statements.
Auditors responded that associates and subsidiary companies have their own auditors who are qualified and experienced public accounting firms as detailed in the Annual Report. They receive their audited financial statements, along with required information. While relying on those financial statements and information, they have taken due professional care and diligence.

Shareholders also asked if there is any increase in fee of auditors, and management responded that it is same as year 2012.

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

<table>
<thead>
<tr>
<th></th>
<th>Votes in favor</th>
<th>Votes against</th>
<th>Absence from voting</th>
</tr>
</thead>
<tbody>
<tr>
<td>Votes in favor</td>
<td>224,006,022</td>
<td>27,747</td>
<td>-</td>
</tr>
<tr>
<td>Votes against</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Absence from voting</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

**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.*

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

<table>
<thead>
<tr>
<th></th>
<th>Votes in favor</th>
<th>Votes against</th>
<th>Absence from voting</th>
</tr>
</thead>
<tbody>
<tr>
<td>Votes in favor</td>
<td>223,947,796</td>
<td>85,975</td>
<td>-</td>
</tr>
<tr>
<td>Votes against</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Absence from voting</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

**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 17:15 hrs.

(Prakit Pradipasen)

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

1. Dr. Sanrupt Misra, Director

Age 48
Education: - PhD, Public Administration (India), PhD, Industrial Relations (Aston Business School, UK)
Shareholding – Nil
Conflict of interest – None
Board meeting attendance in 2013-14 - 4 out of 5
Family relation among the management - None

Directorships in other Companies
Listed Companies       Nil
Non Listed Companies   Nil

2. Mr. G.K. Tulsian, Independent Director / Audit Committee member

Age 76
Education: - Bachelor of Science, Fellow of Institute of Chartered Accountants of India
Shareholding – Nil
Conflict of interest – None
Board meeting attendance in 2013-14 - 3 out of 5
Family relation among the management – None

Directorships in other Companies
Listed Companies       Nil
Non Listed Companies   Nil

3. Mr. Sanjeev Sood, Director

Age 51
Education: Mechanical Engineer
Certification Programme :-
- International Economics & Finance (University of Tennessee)
- Advanced Leadership (University of Virginia)
- Manufacturing Strategy programme (University of Pennsylvania State)
Shareholding – Nil
Conflict of interest – None
Board meeting attendance in 2013-14 - 5 out of 5
Family relation among the management- None

Directorships in other Companies
Listed Companies       Nil
Non Listed Companies   Nil

None of the Directors have any of the forbidden qualifications, namely a. Committing dishonesty and offence against property, or b. 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.
Re: Appointment of proxy for 21st Annual General Meeting of 2014

To: The Shareholders

The Company would like to inform the process for appointment of proxy for the 21st Annual General Meeting of 2014 to be held on Wednesday, the 16th July, 2014 at 15:00 hrs. at Ruamrudee Ballroom, Novotel Ploenchit Bangkok Hotel, 566 Ploenchit Road, Bangkok 10330, Thailand as follows:

In case you cannot attend the meeting, please appoint other person or Mr. Prakit Pradipasen (Age 71), Independent Director and Audit Committee Chairman as your proxy.

Remark: Mr. Prakit 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, 12th 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
Proxy Form A (Simple Form)

(1) ร้านเจ้า........................................................................................................... ต.ช. ...................................

I/We

Nationality

อยู่บ้านเลขที่...........................................ถนน...........................................ต.อ................................พ.ม.ช.

Residing at No. Road District

จ............................................รหัสไปรษณีย์.......................................... หรือ

Town Sub-district Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ไทยคาร์บอนแบล็ค จำกัด (มหาชน)

Being a shareholder of Thai Carbon Black Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม...........................................หุ้น และมีสิทธิออกเสียงลงคะแนนได้เท่ากับ..........................................เสียง

holding the total amount of shares, with the voting rights of votes

(3) มอบอำนาจให้ / Hereby appoint

☐ 1. ชื่อ........................................................................................................... ป. ช. ...................................

Name Age years, Residing at No.

ถนน...........................................ต.อ................................พ.ม.ช.

Road Sub-district District

จ............................................รหัสไปรษณีย์...........................................

Province or

Postal Code

☐ 2. ชื่อ........................................................................................................... ป. ช. ...................................

Name Age years, Residing at No.

ถนน...........................................ต.อ................................พ.ม.ช.

Road Sub-district District

จ............................................รหัสไปรษณีย์...........................................

Province or

Postal Code

☐ 3. ชื่อ........................................................................................................... ป. ช. ...................................

Name Age years, Residing at No.

ถนน...........................................ต.อ................................พ.ม.ช.

Road Sub-district District

จ............................................รหัสไปรษณีย์...........................................

Province or

Postal Code

หมายเหตุ: คนใดคนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นครั้งที่ 21 ในวันพฤหัสบดี ที่ 16 กรกฎาคม 2557 เวลา 15.00 น. ณ ห้องรบรมณีในโรงแรม กรุงเทพ ฟินิกซ์ เพลินจิต เลขที่ 566 ถนนเพลินจิต เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงแสวงไปในวัน เวลา และสถานที่อื่นใด

As only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 21 to be held on Wednesday, 16th July 2014 at 15.00 hrs. at Ruamrudee Ballroom, Novotel Bangkok Fenix Ploenchit Hotel, 566 Ploenchit Road, Pathumwan, Bangkok or at any adjournment thereof.
Any act performed by the proxy during the meeting shall be deemed to have done by me/us in all respects.

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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.
Proxy Form B (Specific Details Form)

(1) ข้าพเจ้า.................................................................................. สัญชาติ...........................
I/We                         Nationality
อยู่บ้านเลขที่..........................................................................................................
Residing at No.                Address
อําเภอ/เขต..........................................................................................................
District        Province
ที่..................................................................................................................
Postal Code
(2) เป็นผู้ถือหุ้นของ บริษัท ไทยคาร์บอนแบล็ค จํากัด (มหาชน)
Being a shareholder of Thai Carbon Black Public Company Limited
โดยถือหุ้นจํานวนทั  งสิ  นรวม...........................................หุ้น และออกเสียงลงคะแนนได้เท่ากั
holding the total amount of shares, with the voting rights of                        votes
(3) ขอมอบฉันทะให้ / Hereby appoint

☐ 1. ชือ........................................... อายุ...........................ป ี   อยู่บ้านเลขที...........…........................
Name                   Age          years, Residing at No.
ถนน..................................................... จังหวัด.................................................. รหัสไปรษณีย์....
Road      Sub-district              District
หรือ Province     Postal Code
或其他

☐ 2. ชือ........................................... อายุ...........................ป ี   อยู่บ้านเลขที...........…........................
Name                   Age          years, Residing at No.
ถนน..................................................... จังหวัด.................................................. รหัสไปรษณีย์....
Road      Sub-district              District
หรือ Province     Postal Code
或其他

☐ 3. ชือ........................................... อายุ...........................ป ี   อยู่บ้านเลขที...........…........................
Name                   Age          years, Residing at No.
ถนน..................................................... จังหวัด.................................................. รหัสไปรษณีย์....
Road      Sub-district              District
หรือ Province     Postal Code
或其他

☐ 4. มอบฉันทะให้กรรมการอิสระ / ประธานกรรมการตรวจสอบ บริษัท ไทยคาร์บอนแบล็ค จํากัด (มหาชน)
Assign a proxy to Mr. Prakit Pradipasen, Age 71 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

As only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 21 to be held on
Wednesday, 16 July 2014 at 15.00 hrs. at Ruamrudee Ballroom, Novotel Bangkok Fenix Ploenchit Hotel, 566 Ploenchit Road, Pathumwan, Bangkok or at any adjournment thereof,

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

Affix 20 Baht duty stamp
ปิดอากรแสตมป์ 20 บาท

Attachment No. 8
หนังสือมอบฉันทะ แบบ ข. (แบบทีกําหนดรายการต่างๆ ทีมีมอบฉันทะทีละเอียดชัดเจนตายตัว)
SUSTAINANCE THROUGH GOOD GOVERNANCE
(4) I/we authorize my/our proxy to vote on behalf of my/our in this meeting in the following manner:

Agenda 1
To consider and adopt the Minutes of the Annual General Meeting No. 20 held on 12th July 2013

☐ (a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
   - [ ] Approve
   - [ ] Disapprove
   - [ ] Abstain

Agenda 2
To consider and approve audited financial statement of the Company for year ended on 31st March 2014

☐ (a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
   - [ ] Approve
   - [ ] Disapprove
   - [ ] Abstain

Agenda 3
To consider and approve the dividend payment

☐ (a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
   - [ ] Approve
   - [ ] Disapprove
   - [ ] Abstain

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

☐ (a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:
   - [ ] Appointment of all directors
     - [ ] Approve
     - [ ] Disapprove
     - [ ] Abstain
   - [ ] Appointment of certain directors
     1. [ ] Dr. Santrupt Misra
        - [ ] Approve
        - [ ] Disapprove
        - [ ] Abstain
     2. [ ] Mr. G.K. Tulsian
        - [ ] Approve
        - [ ] Disapprove
        - [ ] Abstain
     3. [ ] Mr. Sanjeev Sood
        - [ ] Approve
        - [ ] Disapprove
        - [ ] Abstain
วาระที่ 5 พิจารณาและอนุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี

Agenda 5 To consider and approve the Auditor’s appointment and Audit fee

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกระกาลตามที่เห็นสมควร
   (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:

- [ ] เข้าใจ / Approve
- [ ] ไม่เห็นด้วย / Disapprove
- [ ] งดออกเสียง / Abstain

วาระที่ 6 เรื่องอื่นๆ (ถ้ามี)

Agenda 6 Other business (if any)

เพื่อให้ผู้ถือหุ้นได้ข้อสงสัยและให้คณะกรรมการบริษัทตอบข้อสงสัยของผู้ถือหุ้น

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) การลงคะแนนเสียงของผู้รับมอบฉันทะไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและ
ไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในระกาลใดโปรดระบุไปในหนังสือมอบฉันทะให้รับมอบฉันทะนี้

If I/we do not specify of 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำในการประชุม ถ้าแต่งตั้งผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือ
เสมือนว่าข้าพเจ้าได้กระท่ำกิจการเหล่านี้

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
(........................................)

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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจ้าแบบหนังสือมอบฉันทะแบบ ข. ตามแบบ

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

ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 21 วันพุธที่ 16 กรกฎาคม 2557 เวลา 15.00 น. ณ ห้องร่วมฤดีบอลรูม โรงแรมโนโวเทล กรุงเทพ พิไลย์ เทิริยนต์ แขวงท่าพระ เขตพระนคร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นโดย

In the Annual General Meeting of Shareholders No. 21 to be held on Wednesday, 16th July 2014 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 ☐ เดขอกเสียง / 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 ☐ เดขอกเสียง / 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 ☐ เดขอกเสียง / 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 ☐ เดขอกเสียง / Abstain
Proxy Form C
(For Foreign Shareholder appointing custodian in Thailand)

Made at
Date       Month       Year

(1) ข้าพเจ้า.................................................................................. I/We
Nationality

Residing at No. Road Sub-district

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
โดยถือหุ้นจํานวนทั  งสิ  นรวม...........................................หุ้น และออกเสียงลงคะแนนได้เท่ากั
holding the total amount of shares, with the voting rights of

(3) ขอมอบฉันทะให้ / Hereby appoint

☐ 1. ชือ........................................... Name
..................................................... อายุ........................... Age years, Residing at No.
ถนน........................................................... ตำบล/แขวง...........................................................
Road Sub-district District

☐ 2. ชือ........................................... Name
..................................................... อายุ........................... Age years, Residing at No.
ถนน........................................................... ตำบล/แขวง...........................................................
Road Sub-district District

☐ 3. ชือ........................................... Name
..................................................... อายุ........................... Age years, Residing at No.
ถนน........................................................... ตำบล/แขวง...........................................................
Road Sub-district District

☐ 4. มอบฉันทะให้กรรมการอิสระ / ประธานกรรมการตรวจสอบ บริษัท ไทยคาร์บอนแบล็ค จํากัด (มหาชน) นายประกิต ประทีปะเสน
Assign a proxy to Mr. Prakit Pradipasen, Age 71 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, Pathurmwan, Bangkok 10330

ป ิ ดอากร แ ส ต ม ป ์ 20 Baht duty stamp

Attachment No. 8

SUSTAINANCE THROUGH GOOD GOVERNANCE
As only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 21 to be held on Wednesday, 16th July 2014 at 15.00 hrs. at Ruamrudee Ballroom, Novotel Bangkok Fenix Ploenchit Hotel, 566 Ploenchit Road, Pathumwan, Bangkok or at any adjournment thereof.

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

☐ in full equivalent to total number of shares held by me/us, and which I/we have the right to vote

☐ in part, equal to:

☐ No. of ordinary shares shares, and having voting right for votes

☐ No. of preferred shares shares, and having voting right for votes

☐ Total voting right for votes

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

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting No. 20 held on 12th July 2013

☐ (a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve votes ☐ Disapprove votes ☐ Abstain votes

Agenda 2 To consider and approve audited financial statement of the Company for year ended on 31st March 2014

☐ (a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve votes ☐ Disapprove votes ☐ Abstain votes

Agenda 3 To consider and approve the dividend payment

☐ (a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve votes ☐ Disapprove votes ☐ Abstain votes
Agenda 4
To consider and approve the appointment of directors in place of those who retire by rotation

☐ (a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

- Appointment of all directors
  - Dr. Santrupt Misra
  - G.K. Tulsian
  - Mr. Sanjeev Sood

- Appointment of certain directors
  - Dr. Santrupt Misra
  - G.K. Tulsian
  - Mr. Sanjeev Sood

Agenda 5
To consider and approve the Auditor’s appointment and Audit fee

☐ (a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

- Approve
- Disapprove
- Abstain

Agenda 6
Other business (if any)

This agenda is provided for shareholders to ask questions and for directors to clarify any queries (if any), therefore, no voting will be made.
หมายเหตุ / Remarks:
1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้ดำเนิน
   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
   Documentaries 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) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
       A letter of certificate confirming that the person who signed the proxy has been authorized to engage in a custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบถึงให้ผู้รับมอบฉันทะเพียงรายเดียวที่เป็นผู้ลงทุนและลงนามลงคะแนน ไม่สามารถแบ่งแยกจดจำนolumหุ้น
   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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
   With respect to the agenda appointing directors, it is optional to elect all or any of the proposed directors.
5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้สำหรับผู้ยื่นจดจำนolumหุ้น ผู้ลงทุนสามารถระบุข้อที่ต้องได้ในประเด็นต่างแบบหนังสือมอบ
   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.
The appointment of proxy by the shareholder of Thai Carbon Black Public Company Limited

In the Annual General Meeting of Shareholders No. 21 to be held on Wednesday, 16th July 2014 at 15.00 hrs. at Ruamrudee Ballroom, Novotel Bangkok Fenix Ploenchit Hotel, 566 Ploenchit Road, Pathumwan, Bangkok or at any adjournment thereof.

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..............................................เสียง ☐ ไม่เห็นด้วย..............................................เสียง ☐ งดออกเสียง..............................................เสียง
      Approve votes Disapprove votes Abstain votes