



ASSAM CARBON PRODUCTS LTD
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Corporate Identification Number (CIN) — L23101AS1963PLC001206

Registered Office : Birkuchi, Guwahati, Assam - 781026.

Website: www.assamcarbon.in Tel: (0361)2640262/630; Fax: (0361)2640368

Email: acplghy@ascarbon.com

Proceedings of the Fifty Fifth Annual General Meeting (AGM) of the Members of Assam Carbon Products Ltd held on Tuesday, 18th day of September, 2018 which commenced at 11:45 a.m. & concluded at 1.45 p.m.

As per the Notice dated 4th May, 2018, the Fifty Fifth Annual General Meeting (AGM) of the Company was held on Tuesday, 18th September, 2018, at 11.45 a.m. at the registered office of the Company at Narengi Chandrapur Road, Birkuchi, Narengi, Guwahati, Assam – 781 026.

Chairman of the Board/ Company, Mr. Rakesh Himatsingka was unable to present in the meeting due to his sudden health related issues. Ms. Maalika Himatsingka, one of the Board of Directors, was unanimously voted to the Chair. Ms. Himatsingka presided over the proceedings & welcomed the Members to the 55th AGM of the Company. She confirmed that the requisite quorum were present and thereafter called the meeting to order.

A total of 21 Members attended the AGM as per the Members attendance register.

She introduced the Directors/ Key Managerial Personnel sitting on the dais. She also informed that the Chairman of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders Relationship Committee, Mr. Sanjay Kumar Lilha, was present at the meeting to attend and reply to the queries of the shareholders. She further informed that the representatives of the Statutory Auditors & the Secretarial Auditors were unable to attend due to their other pre-occupations & hence were granted exemption by the Company.

Chairperson also informed that the Notice convening the 55th AGM, Directors' Report along with its annexure thereto for the financial year ended 31st March, 2018, the Audited Financial Statements & Auditors' report thereon for the financial year ended 31st March, 2018, the register of Directors' & Key Managerial Personnel & their Shareholdings, the Register of Contracts or Arrangements in which the Directors were interested & other Statutory documents and Registers were placed at the table and was open for inspection during the meeting.

Chairperson then read the notice of the 55th AGM of the Company.

In terms of Section 145 of the Companies Act, 2013 & Secretarial Standard-2, the Company Secretary read out the full Statutory Auditors' Report & the full Secretarial Audit Report & also informed that all the auditor's reports were open for inspection by any members of the Company.

Chairperson then addressed the Members & gave an overview of the financial performance of the Company for the financial year ended 31st March, 2018 & its future outlook.

The Chairperson thereafter informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility through National Securities Depository Limited (NSDL) to enable the Members of the Company to cast / exercise their vote(s) electronically on the agenda items specified in the Notice of the 55th AGM. The remote e-voting period had commenced on





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15th September, 2018 (at 9.00 a.m. IST) & had ended on 17th September, 2018 (at 5.00 p.m. IST). The Members were informed that the facility for voting by way of ballot papers were also made available at the AGM for the Members who had not casted their vote through remote e-voting.

Chairperson further informed that the Board of Directors had appointed Mr Anant Kashliwal, Practicing Chartered Accountant, Guwahati, (Membership No.: 302972, Firm Regd. No.: 328654E), as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote e-voting & voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 55th AGM.

Chairperson then invited the participation of the Members of the Company for discussing the Financial Statements for the financial year ended 31st March, 2018 along with Auditors' Report & Board's Report thereon or any other matter related to the Company.

Chairperson thereafter stated the objectives and implications of each of the resolutions proposed. Thereafter, Chairperson read out item no. 1, to be passed as an ordinary resolution, relating to the consideration & adoption of the Audited Balance Sheet of the Company as at 31st March, 2018, the Profit & Loss Statement & the Cash Flow Statement for the year ended 31st March, 2018, alongwith the notes & schedules forming part of the financial statements, together with the Reports of the Board of Directors & Auditors' thereon and the same was proposed & seconded by the Members.

The Chairperson being interested in item no. 2 & 3, requested Mr. K K Bhattacharya, Managing Director of the Company to take the Chair & conduct the proceedings for both the items. Mr. Bhattacharya took the Chair & conducted the proceedings & read out item no. 2, to be passed as an ordinary resolution, relating to the appointment of Director in place of Mr. Rakesh Himatsingka, (DIN: 00632156), who retires by rotation and being eligible offers himself for reappointment and the same was proposed & seconded by the Members.

Then, Mr. K K Bhattacharya, Managing Director, read out item no. 3 to be passed as an ordinary resolution, relating to the appointment of Director in place of Ms. Maalika Himatsingka, (DIN: 07811394), who retires by rotation and being eligible offers herself for reappointment and the same was proposed & seconded by the Members.

Thereafter, Mr. K K Bhattacharya, Managing Director requested Ms. Maalika Himatsingka, Chairperson of the Meeting to kindly reassume the Chair & conduct the proceedings of the rest of the items. Ms. Himatsingka took the Chair & conducted the proceedings of the rest of the items as mentioned in the notice of 55th AGM.

Chairperson read out item no. 4, to be passed as an ordinary resolution, relating to the ratification of appointment of Statutory Auditors - M/s. D. Basu & Co., Chartered Accountants (Registration No. 301111E), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and authorizing the Board to fix their remuneration & the same was proposed & seconded by the Members.





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Chairperson thereafter read out item no. 5, to be passed as an ordinary resolution, relating to the ratification of remuneration payable to the Cost Auditors M/s. A S & Associates (Firm Regd. No.: 000523) & the same was proposed & seconded by the Members.

The Chairperson being interested in item no. 6 requested Mr. K K Bhattacharya, Managing Director of the Company to take the Chair & conduct the proceedings for the said item. Mr.

Bhattacharya took the Chair & conducted the proceedings & read out item no. 6, to be passed as a special resolution, relating to the approval for the Payment of Commission, upto 1% of the net profits of the Company, to Mr. Rakesh Himatsingka, (DIN: 00632156) Non-Executive Chairman of the Company, from the financial year 2017-2018 and onwards & the same was proposed & seconded by the Members.

Thereafter, Mr. K K Bhattacharya, Managing Director requested Ms. Maalika Himatsingka, Chairperson of the Meeting to kindly reassume the Chair & conduct the proceedings of the rest of the items. Ms. Himatsingka took the Chair & conducted the proceedings of the rest of the items mentioned in the notice of 55th AGM.

Thereafter, the Chairperson read out item no. 7, to be passed as a special resolution, relating to the re-appointment of Mr K K Bhattacharya, Managing Director of the Company (DIN: 07011241), for a further term of 2 (two) years from 9th October 2018 to 8th October, 2020 & the same was proposed & seconded by the Members.

Chairperson then requested for voting by way of ballot papers on all the agenda items as stated in the Notice of 55th AGM and requested the members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot Paper and to drop it in the Ballot Box as kept in the venue of the meeting. Thereafter, Chairperson also informed the Members that those who had already casted their vote by remote e-voting prior to AGM may only attend the AGM but shall not be entitled to cast their vote again. She further informed that in case of vote already casted through remote e-voting, any further voting at venue through ballot shall be treated as invalid and voting through remote e-voting shall prevail. She then requested Mr. Anant Kashliwal, Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot box to the Members and locked and sealed it in the presence of the Members of the Company. All the members present at the venue of the AGM had already casted their votes through remote e-voting mode.

The Chairperson then informed that the results of voting, i.e., remote e-voting results & results of voting done at the venue of the AGM, if any, along with the consolidated scrutinizers report shall be announced within 48 hours and also be intimated to the Calcutta Stock Exchange Ltd & posted on the website of the Company & National Securities Depository Limited & would also be available at the Registered Office of the Company.

The Chairperson then thanked all the Members for their presence and support and declared the meeting as closed. The meeting concluded with a vote of thanks to the Chair at 1.45 p.m.

