



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

Registered Office : Birkuchi, Guwahati, Assam - 781026.

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

Email: [acplghy@ascarbon.com](mailto:acplghy@ascarbon.com)

*Proceedings of the Fifty Fourth Annual General Meeting (AGM) of the Members of Assam Carbon Products Ltd held on Monday, 18<sup>th</sup> day of September, 2017 which commenced at 11:45 a.m. & concluded at 1.30 p.m.*

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As per the Notice dated 10<sup>th</sup> May 2017, the Fifty Fourth Annual General Meeting (AGM) of the Company was held on Monday, 18<sup>th</sup> September, 2017 at 11.45 a.m. at the registered office of the Company at Narengi Chandrapur Road, Birkuchi, Narengi, Guwahati, Assam – 781 026.

Mr. Rakesh Himatsingka- Chairman of the Company presided over the proceedings & welcomed the Members to the Fifty Fourth AGM of the Company. He confirmed that the requisite quorum were present and thereafter called the meeting to order.

A total of 16 Members attended the AGM as per the Members attendance register.

He introduced the Directors/ Key Managerial Personnel sitting on the dais. He informed that Chairman of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders Relationship Committee could not be present at the meeting due to some personal exigencies and have authorized Mr. Rakesh Himatsingka, being a member in all these three Committees to attend and reply to the queries of the shareholders. The representatives of the Statutory Auditors & the Secretarial Auditors were also unable to attend due to their pre-occupation & hence were granted exempted by the Company.

Chairman also informed that the Notice convening the 54<sup>th</sup> AGM, Directors' Report along with its annexure thereto for the financial year ended 31<sup>st</sup> March, 2017, the Audited Accounts & Auditors' report thereon for the financial year ended 31<sup>st</sup> March, 2017, the register of Directors' & Key Managerial Personnel & their Shareholdings, the Register of Contracts or Arrangements in which the Directors were interested & other Statutory documents & registers were placed at the table & is open for inspection during the meeting.

Chairman then read the notice of the 54<sup>th</sup> AGM of the Company.





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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.

Chairman then addressed the Members & gave an overview of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2017 & its future outlook.

The Chairman 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 54<sup>th</sup> AGM. The remote e-voting period had commenced on 15<sup>th</sup> September, 2017 (at 9.00 a.m. IST) & had ended on 17<sup>th</sup> September, 2017 (at 5.00 p.m. IST). The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not casted their vote through remote e-voting.

Chairman 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 54<sup>th</sup> AGM.

Chairman then invited participation of the Members of the Company for discussing the Financial Statements for the financial year ended 31<sup>st</sup> March, 2017 along with Auditors & Board's Report thereon.

Chairman then stated the objectives and implications of each of the resolutions proposed. Thereafter, Chairman 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, 2017, the Profit & Loss Statement & the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2017 alongwith the notes & schedules forming part of financial statements together with the





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Reports of the Board of Directors & Auditors' thereon and the same was proposed & seconded by the Members.

The Chairman 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 Mrs. Anita Himatsingka, (DIN: 01201879), 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 Mr. Rakesh Himatsingka, Chairman of the Company to kindly reassume the Chair & conduct the proceedings of the rest of the items. Mr. Himatsingka took the Chair & conducted the proceedings of the rest of the items mentioned in the notice of 54<sup>th</sup> AGM.

Chairman 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.

The Chairman being interested in item no. 5 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. 5, to be passed as an ordinary resolution, relating to the appointment of Ms. Maalika Himatsingka, (DIN:





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07811394) who was appointed by the Board as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting, as the Director of the Company and the same was proposed & seconded by the Members.

Thereafter, Mr. K K Bhattacharya, Managing Director requested Mr. Rakesh Himatsingka, Chairman of the Company to kindly reassume the Chair & conduct the proceedings of the rest of the items. Mr. Himatsingka took the Chair & conducted the proceedings of the rest of the items mentioned in the notice of 54<sup>th</sup> AGM.

Thereafter, the Chairman read out item no. 6, to be passed as an ordinary resolution, relating to ratification of remuneration payable to the Cost Auditors of the Company M/s. A S & Associates (Firm Regd. No.: 000523) & the same was proposed & seconded by the Members.

The Chairman thereafter read out item no. 7, to be passed as a special resolution, relating to obtaining consent of the members of the Company under Section 186 of the Companies Act, 2013 to the Board of Directors of the Company by way of Special Resolution to give any loans/any other form of debt to any person(s) or other body corporate(s) and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate(s) or person(s) and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate(s) whether Indian or overseas up to maximum amount of Rs. 100 Crores (Rupees One Hundred Crores only) outstanding at any point of time & the same was proposed & seconded by the Members.

Chairman then requested for voting by way of ballot papers on all the agenda items as stated in the Notice of 54<sup>th</sup> AGM & 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 & to drop it in the Ballot Box as kept in the venue of the meeting. Thereafter, Chairman 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. In case of vote already casted through remote e-voting any further voting





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at venue through ballot shall be treated as invalid and voting through remote e-voting shall prevail. He, 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 Chairman then informed that the results of voting, i.e., remote e-voting results & results of voting done at the venue of the AGM 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 Chairman 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 1.30 p.m.

