



MANUFACTURER OF ELECTRICAL & MECHANICAL  
CARBON MATERIALS & COMPONENTS

CORPORATE OFFICE : TEMPLE CHAMBERS, 5TH FLOOR, 6, OLD POST OFFICE STREET, KOLKATA : 700001

Phone : (033) 22487856. E-mail : [acplkolkata@ascarbon.com](mailto:acplkolkata@ascarbon.com) / [acpl.compliance@gmail.com](mailto:acpl.compliance@gmail.com)

CIN : L23101AS1963PLC001206. Website: [www.ascarbon.in](http://www.ascarbon.in)

**NOTICE**

**NOTICE** is hereby given that the Extra-ordinary General Meeting (“EGM”) of the Members of **Assam Carbon Products Limited** will be held on **Monday, 20<sup>th</sup> February, 2023 at 11:00 A.M. (IST)** through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), to transact the following business by way of remote e-voting process:

**SPECIAL BUSINESS**

**1. Appointment of Mr. Jayant Kumar as Whole-time Director of the Company**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** subject to the provisions of Sections 190, 196, 197, 198, 203 and provisions of Clause Nos. 127-130 of the Articles of the Associations of the Company read along with Schedule V and other applicable provisions and Rules, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), approval to the Board of Directors of the Company be and is hereby accorded by the shareholders of the Company, for the appointment of Mr. Jayant Kumar as Whole-time Director of the Company for a period of 5 (five) years, from 1<sup>st</sup> January, 2023 to 31<sup>st</sup> December, 2027, on the terms and conditions as mentioned in the draft Agreement, placed before the meeting duly initialed by Chairman of the Company for the purpose of identification, with an authority to the Board of Directors of the Company to vary, alter or modify the terms of appointment and remuneration, as set out in the said draft Agreement, within the ceiling limit laid down in Schedule V of the Companies Act 2013, as amended/revised/ altered/ modified and /or any other statutory modification or re-enactment thereof and/or any guidelines relating to managerial remuneration, as may be notified by the Central Government/ Ministry of Corporate Affairs from time to time and as may be agreed to by the Board of Directors of the Company and Mr. Jayant Kumar, Whole-time Director, without any further approval of the Company in General Meeting.

**REGISTERED OFFICE & GUWAHATI PLANT**

NARENGI CHANDRAPUR ROAD  
BIRKUCHI, NARENGI, GUWAHATI : 781026  
Phone : (0361) 2640262, 2640630  
Fax : (0361) 2640368  
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**PATANCHERU PLANT**

PLOT NO. 2, I.D.A., PHASE – I,  
PATANCHERU : 502319. TELENGANA  
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**RESOLVED FURTHER THAT** the Company do hereby approves the appointment and terms of remuneration of Mr. Jayant Kumar, Whole-time Director of the Company in accordance with the provisions of the Companies Act, 2013, with effect from 1<sup>st</sup> January, 2023 as follows:

Basic Salary - Rs.1,06,850 per month, (Rupees One Lac Six Thousand Eight Hundred Fifty only).

The Whole-time Director shall also be entitled for Contribution to Provident Fund as per the applicable Rules of the Company.

In addition to the salary as stated herein above, Mr. Jayant Kumar shall be entitled to the following benefits and perquisites:

- a. House Rent Allowance of Rs. 53,425 per month.
- b. Conveyance Allowance of Rs. 28,470 per month.
- c. Medical Allowance of Rs. 8,904 per month alongwith Mediclaim Policy for self and dependent family in accordance with the rules of the Company.
- d. Leave Fare Allowance of Rs. 8,904 per month.
- e. Leave with full pay and allowance as per Rules of the Company.
- f. Mr. Jayant Kumar shall be entitled for Ex-gratia payment of Rs. 1,06,850 per annum or part thereof.
- g. The Company shall provide reimbursement of mobile phone and other communication facilities to Mr. Jayant Kumar as may be required for official purpose for Rs. 1,800 per month.
- h. Subject to the overall ceiling of remuneration, Whole-time Director may be given any other allowance, benefits and perquisites as the Board of Directors may from time to time decide.
- i. Mr. Jayant Kumar shall be reimbursed of any entertainment expenses upto Rs. 30,000 per month paid by him and incurred for or about the Company's business.

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- j. Mr. Jayant Kumar will also be entitled for payment of commission of 0.5% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013, from the financial year 2022-2023 and onwards until otherwise repudiated by the Board of Directors. The said commission of 0.5% will be increased by 0.25% year on year until otherwise repudiated/changed by the Board of Directors.
- k. Mr. Jayant Kumar shall be reimbursed any travelling expenses paid by him and incurred for or about the Company's business.

**RESOLVED FURTHER THAT** any one Director of the Company be and is hereby severally authorized to execute the Agreement with the Whole-time Director as approved by the Members of the Company and to file the prescribed forms and returns with the Ministry of Corporate Affairs/ Registrar of Companies and to do all other acts, things and deeds as may be expedient and necessary in this regard.”

**2. To approve and increase in the limit of managerial remuneration payable to Mr. Jayant Kumar, Whole-time Director in excess of 5% of the net profits of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for payment of remuneration to Mr. Jayant Kumar, who will be appointed as Whole-time Director of the Company at this EGM, as set out in the Explanatory Statement, in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s) during his tenure as the Whole-time Director of the Company;

**RESOLVED FURTHER THAT** the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

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**RESOLVED FURTHER THAT** any one Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**3. To Approve the Payment of Commission to Mr. Rakesh Himatsingka, Non-Executive Chairman of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the Shareholders be and is hereby accorded for payment of commission upto 1% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013, from the financial year 2021-2022 and onwards until otherwise repudiated by the Board of Directors, to Mr. Rakesh Himatsingka, (DIN: 00632156) Non-Executive Chairman of the Board, in addition to the sitting fees for attending the meeting of the Board of Directors/Committees thereof and any other expenses incurred for official/business purposes only.”

Date: 9<sup>th</sup> January, 2023

Place: Kolkata

**Registered Office:**

Birkuchi, Guwahati, Assam-781026

By Order of the Board  
Sd/-

**Rakesh Himatsingka**  
**Chairman**  
**(DIN: 00632156)**

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**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 03/2022 dated May 5, 2022 and Circular No. 11/2022 dated December 28, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

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6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.assamcarbon.in](http://www.assamcarbon.in). The Notice can also be accessed from the websites of The Calcutta Stock Exchange Ltd at [www.cse-india.com](http://www.cse-india.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 03/2022 dated May 5, 2022 and MCA Circular No. 11/2022 dated December 28, 2022.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on **Friday, 17<sup>th</sup> February, 2023 at 09:00 A.M. (IST) and ends on Sunday, 19<sup>th</sup> February, 2023 at 05:00 P.M. (IST)** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e. Monday, 13<sup>th</sup> February, 2023.**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date, being Monday, 13<sup>th</sup> February, 2023.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p align="center"><b>NSDL Mobile App is available on</b></p> <p align="center">   </p> <p align="center">   </p>

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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

**REGISTERED OFFICE & GUWAHATI PLANT**

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Fax : (0361) 2640368  
E-mail : [acplghy@ascarbon.com](mailto:acplghy@ascarbon.com)

**PATANCHERU PLANT**

PLOT NO. 2, I.D.A., PHASE – I,  
PATANCHERU : 502319. TELENGANA  
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**MANUFACTURER OF ELECTRICAL & MECHANICAL  
CARBON MATERIALS & COMPONENTS**

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Phone : (033) 22487856. E-mail : [acplkolkata@ascarbon.com](mailto:acplkolkata@ascarbon.com) / [acpl.compliance@gmail.com](mailto:acpl.compliance@gmail.com)  
CIN : L23101AS1963PLC001206. Website: [www.ascarbon.in](http://www.ascarbon.in)

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**

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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ssmahataassociates@gmail.com](mailto:ssmahataassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the **cut-off date** i.e. **13<sup>th</sup> February, 2023**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the **cut-off date** i.e. **13<sup>th</sup> February, 2023** may follow steps mentioned in the Notice of the EGM under Step 1 :“Access to NSDL e-Voting system”(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [acpl.compliance@gmail.com](mailto:acpl.compliance@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [acpl.compliance@gmail.com](mailto:acpl.compliance@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access** to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [acpl.compliance@gmail.com](mailto:acpl.compliance@gmail.com) 10 days before the date appointed for EGM.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [acpl.compliance@gmail.com](mailto:acpl.compliance@gmail.com) 10 days before the date appointed for EGM. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
10. Members who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 1800 1020 990 / 1800 22 44 30.
11. The results of e-voting will be declared on or before **Wednesday, 22<sup>nd</sup> February, 2023** along with the Scrutinizer's report, be displayed at the Registered Office as well as Corporate Office of the Company, communicated to The Calcutta Stock Exchange Limited (CSE) and will also be uploaded on the Company website viz. <https://www.assamcarbon.in/> and on the website of NSDL at <https://www.evoting.nsdl.com/> and website of stock exchange viz. <https://www.cse-india.com/>.
12. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts in respect of Item Nos. 1, 2 & 3 as set out in this Notice is annexed hereto.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 1, 2 & 3 of the accompanying Notice:**

**Item No. 1**

The Board of Directors of the Company at its meeting held on 9<sup>th</sup> January, 2023, appointed Mr. Jayant Kumar, Whole-time Director of the Company for a period of five years of from 1<sup>st</sup> January, 2023 to 31<sup>st</sup> December, 2027.

Mr. Jayant Kumar, aged about 58 Years, a Graduate in Mechanical Engineering from REC Durgapur alongwith a MBA Degree in Marketing, and working as General Manager out of Patancheru Plant be appointed as a Director of the company.

Mr. Jayant Kumar has been with the Company since 1991, and has risen through the ranks, having independently handled Patancheru Operations and Electrical & Mechanical Carbon marketing, and possesses the requisite qualification, knowledge and experience to be a Whole-time Director of the Company and, accordingly, suggested that he be appointed as a Whole-time Director of the Company.

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In addition to his present responsibilities, he will be responsible for all Administrative functions of both the factories and zonal offices, and will be responsible to carry out substantial administrative functions of the relevant provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Kumar shall report to the Board through the Chairman.

The terms of remuneration of Mr. Jayant Kumar will be as follows:

Basic Salary - Rs.1,06,850 per month, (Rupees One Lac Six Thousand Eight Hundred Fifty only).

The Whole-time Director shall also be entitled for Contribution to Provident Fund as per the applicable Rules of the Company.

In addition to the salary as stated herein above, Mr. Jayant Kumar shall be entitled to the following benefits and perquisites:

- a. House Rent Allowance of Rs. 53,425 per month.
- b. Conveyance Allowance of Rs. 28,470 per month.
- c. Medical Allowance of Rs. 8,904 per month alongwith Mediclaim Policy for self and dependent family in accordance with the rules of the Company.
- d. Leave Fare Allowance of Rs. 8,904 per month.
- e. Leave with full pay and allowance as per Rules of the Company.
- f. Mr. Jayant Kumar shall be entitled for Ex-gratia payment of Rs. 1,06,850 per annum or part thereof.
- g. The Company shall provide reimbursement of mobile phone and other communication facilities to Mr. Jayant Kumar as may be required for official purpose for Rs. 1,800 per month.
- h. Subject to the overall ceiling of remuneration, Whole-time Director may be given any other allowance, benefits and perquisites as the Board of Directors may from time to time decide.
- i. Mr. Jayant Kumar shall be reimbursed of any entertainment expenses upto Rs. 30,000 per month paid by him and incurred for or about the Company's business.

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j. Mr. Jayant Kumar will also be entitled for payment of commission of 0.5% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013, from the financial year 2022-2023 and onwards until otherwise repudiated by the Board of Directors. The said commission of 0.5% will be increased by 0.25% year on year until otherwise repudiated/changed by the Board of Directors.

k. Mr. Jayant Kumar shall be reimbursed any travelling expenses paid by him and incurred for or about the Company's business.

Mr. Jayant Kumar shall not, so long as he functions as Whole-time Director, become interested or otherwise concerned directly or through his wife/and or major or minor children in any selling agency of the Company in future without the approval of the Central Government and this Agreement shall cease and determine upon the contravention of the provisions of this Clause.

The Company may at any time, during the currency of the Agreement to be entered into between him and the Company, determine this Agreement upon giving Mr. Jayant Kumar three months previous notice, in writing.

Mr. Jayant Kumar may at any time during the currency of this Agreement determine this Agreement by giving the Company three months previous notice, in writing.

In the event of any dispute or difference having arisen between the Company and the Mr. Jayant Kumar relating to these presents or in connection with any matter concerning the affairs and business of the Company, such disputes or differences shall be referred to two arbitrators, one to be appointed by the Company and the other by Mr. Jayant Kumar. The proceedings of such arbitration shall be subject to the provisions of the Arbitration and Conciliation Act of India as may be amended from time to time and the award of the Arbitrators shall be final and binding on the party.

As per MCA, important updates dated 26.12.2022, new version of V3 portal was to be launched and therefore, 46 forms including DIR-3, will not be available from 7th January, 2023 to 23rd January, 2023 as per the said MCA updates.

In this context, we are in the process of filing of Form DIR-3 on V3 portal but problem still persist.

Notice for the Board meeting which was held on 9.01.2023 was dispatched on 23.12.2022. Thus, the Director who is proposed to be appointed was not able to obtain a valid DIN due to the migration of MCA portal. Whereas, it is undertaken by him to obtain a valid DIN as soon as the MCA website is restored and filings are enabled.

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**PATANCHERU PLANT**

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MANUFACTURER OF ELECTRICAL & MECHANICAL  
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The Board of Directors recommends the Ordinary Resolution, as set out at Item No.1 of the Notice, for approval by the Members.

**Memorandum of Interest**

Except Mr. Jayant Kumar, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

**Item No. 2**

Based on the recommendation of Nomination and Remuneration Committee and the Board, the members at this EGM will approve the appointment and remuneration payable to Mr. Jayant Kumar as Whole-time Director of the Company effective from 1<sup>st</sup> January, 2023 with an authority to the Board, to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Jayant Kumar, but such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

As per Section 197 and other applicable provisions of the Act, the remuneration payable to any one managing director or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

Consequently, remuneration payable to Mr. Jayant Kumar, Whole-time Director is exceeding the prescribed limit of 5% as specified under Section 197 of the Companies Act, 2013.

However, the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof. The Nomination and Remuneration Committee and Board of Directors of the Company at its meetings held on 9<sup>th</sup> January, 2023 has approved payment of remuneration to Mr. Jayant Kumar, in excess of prescribed limit under Section 197 and other applicable provisions of the Act, subject to the approval of the members at this EGM.

Accordingly, the Board recommends the resolution set forth in Item No.2 relating to approval and increase in the limit of managerial remuneration payable to Mr. Jayant Kumar, Whole-time Director in excess of 5% of the net profits of the Company, by way of Special Resolution.

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**Memorandum of Interest**

Except Mr. Jayant Kumar, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

**Item No. 3**

Pursuant to a Share Purchase Agreement dated 12.04.2016 the erstwhile Promoters of the Company i.e., Morgan Advanced Materials PLC had sold their entire shareholdings to Mr. Rakesh Himatsingka ('Acquirer').

Subsequently the Acquirer along with Mr. Shaurya Veer Himatsingka, Mrs. Anita Himatsingka and Miss. Maalika Himatsingka made an Open Offer under SEBI (SAST) Regulations, 2011 and has effected change in control and management in their favour and have been designated as the new Promoters of the Company resulting in a complete change, in the control of the Company.

Mr. Rakesh Himatsingka has been associated with the Company since 1974, as a Director on the Board as well as a management trainee. Subsequently, from 1975 to 1977, Mr. Himatsingka was with the Company's Financial & Technological JV partners Morganite Electrical Carbon Ltd., and was instrumental in the safe and timely transfer of technology from Morgans to the Company.

Subsequently, upon his return to India in 1977, Mr. Himatsingka was appointed as the Deputy Managing Director, and in around 1981 as the Joint Managing Directors.

Mr. Himatsingka continued in this role till 1982, when he moved out of executive responsibilities remaining only as a member of the Board.

Keeping in mind Mr. Himatsingka's vast Technical knowledge of our industry, when our JV partners Morgans, took majority control of the Company towards end 1991, Mr. Himatsingka was appointed on the Board of MECL, Swansea, UK, Morgans Flagship Carbon Company, and he continued till 2003, when the Board of MECL was dissolved.

Since, taking over with his very vast knowledge of our Carbon technology and under his dynamic leadership and guidance our Company has totally turned around and has been achieving profits successively year after year.

Under his able leadership balancing of Plant and Machineries, refurbishing old equipment and addition of new equipments and machineries with a view to optimizing production through modernization, modernization of Plants, was undertaken on top priority basis and so was production planning and optimization of raw materials procurement and stocks.

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Since, then valued contribution are continuously being made by Mr. Rakesh Himatsingka, Non-Executive Chairman of the Board and through his active participation, the Company has been progressing over the years. The rich experience of Mr. Rakesh Himatsingka in engineering, business, management and administration has led to the company taking bold and well planned decisions furthering the growth and profitability.

Hence, it is appropriate that the services being rendered by him to the Company are being recognized by way of remuneration. In accordance with the provisions of Section 197 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, remuneration by way of commission up to 1% of the net profits, may be paid to Mr. Rakesh Himatsingka, subject to the approval of the Shareholders of the Company.

Based on the recommendations received from the Nomination & Remuneration Committee, the Board of Directors at their meeting held on 9<sup>th</sup> January, 2023 had unanimously approved the payment of remuneration, to Mr. Rakesh Himatsingka, by way of commission up to 1% of the net profits, which amounts to Rs.8,80,000/-, which exceeds fifty per cent of the total annual remuneration payable to all non-executive directors of the Company.

The Board of Directors recommends the Special Resolution, as set out at Item No.3 of the Notice, for approval by the Members.

### Memorandum of Interest

Concerned Director is interested in the resolution being related to his own payment. Apart from him, Ms. Maalika Himatsingka, Director (DIN: 07811394) being the daughter of Mr. Rakesh Himatsingka (DIN: 00632156) and Mrs. Anita Himatsingka, Director (DIN: 01201879) being the spouse of Mr. Rakesh Himatsingka may be considered as interested parties in this resolution. Mr. Shaurya Veer Himatsingka, one of the Promoters and shareholders of the Company, being the Son of Mr. Rakesh Himatsingka may also be treated as interested party in this resolution. Other than the aforesaid, none of the Directors of the Company and / or Key Managerial Personnel and their relatives are in any way concerned or interested in the aforesaid resolution as set out at Item No. 3 of the Notice, except to the extent of their shareholding(s), if any, in the Company.

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**Additional information on Directors seeking appointment/re-appointment at the Extra Ordinary  
General Meeting  
(Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements),  
Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of  
India)**

Name of the Director	Mr. Rakesh Himatsingka	Mr. Jayant Kumar
Date of Birth	4 <sup>th</sup> November, 1951	4 <sup>th</sup> October, 1964
Date of Appointment	25 <sup>th</sup> May 2016	1 <sup>st</sup> January, 2023
Expertise in specific functional areas & Justification for choosing the appointees for appointment / re-appointment	Carbon Technologist	Mechanical Carbon segment
Qualifications	B.E. (Hons.), Mechanical	Graduate in Mechanical Engineering Stream from REC Durgapur alongwith a MBA Degree in Marketing
List of outside Directorship held	<ol style="list-style-type: none"> <li>1. India Carbon Limited</li> <li>2. APL Holdings &amp; Investments Ltd.</li> <li>3. Shree Shyam Orchid Estates Ltd.</li> <li>4. Goneril Investment &amp; Trading Co. Ltd.</li> <li>5. Prabhushil Group Investment Ltd.</li> <li>6. Nilgiri Niketan Private Limited</li> <li>7. Saket Cement Products Private Limited</li> <li>8. Subarna Plantation &amp; Trading Co. Ltd.</li> <li>9. Subhag Properties Private Limited</li> </ol>	NIL

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<b>Chairman/Member of the Committee of other Companies in which he/she is a Director</b>		
<b>a) Audit Committee</b>	1. India Carbon Limited (Member) 2. Subarna Plantation & Trading Co. Ltd. (Member)	NIL
<b>b) Stakeholders Relationship Committee</b>	1. India Carbon Limited (Member) 2. Subarna Plantation & Trading Co. Ltd. (Member)	NIL  NIL
<b>c) Nomination and Remuneration Committee</b>	1. Subarna Plantation & Trading Co. Ltd. (Member)	
<b>Shareholding in the Company as on 31.12.2022</b>	796452	NIL
<b>Disclosure of relationship between Directors inter-se</b>	Spouse of Mrs. Anita Himatsingka and Father of Ms. Maalika Himatsingka	Not Applicable

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<p><b>Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person (including sitting fees)</b></p>	<p>As per the resolution at item no. 3 of the Notice convening the Extra-ordinary General Meeting through E-voting on 20<sup>th</sup> February, 2023.</p> <p>Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. <a href="http://www.assamcarbon.in">www.assamcarbon.in</a></p> <p>Commission drawn for the F.Y. 2020-21: Rs. 5,40,000/-</p> <p>Commission to be paid for the F.Y.2021-2022: Rs. 8,80,000/-</p> <p>Sitting Fees last drawn from the Company for the F.Y. 2021-22: Rs. 1,29,000/-</p>	<p>As per the resolution at item no. 1 of the Notice convening Extra-ordinary General Meeting through E-voting on 20<sup>th</sup> February, 2023.</p> <p>Terms and Conditions of appointment or re-appointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. <a href="http://www.assamcarbon.in">www.assamcarbon.in</a></p>
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Note:

- CM –Chairman of the Committee.
- M – Member of the Committee.
- Directorship in Foreign Co.'s & Companies U/s 8 of the Companies Act, 2013 are excluded. Chairmanship/Membership of the Audit Committee, Shareholders' Grievance Committee and Nomination & Remuneration Committee alone has been considered.

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