



ASSAM CARBON PRODUCTS LTD

Corporate Identification Number (CIN) — L23101AS1963PLC001206

Registered Office : Birkuchi, Guwahati, Assam - 781026.

Website: www.ascarbon.in Tel: (0361)2640741/630; Fax: (0361)2640368

Email: acplghy@ascarbon.com

Proceedings of the Fifty Third Annual General Meeting of the Members of Assam Carbon Products Ltd held on Thursday, 29th day of September, 2016 which commenced at 11:45 a.m. and concluded at 1.00 p.m.

As per the Notice dated 25th May 2016, the Fifty Third Annual General Meeting (AGM) of the Company was held on Thursday, 29th September, 2016 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 and welcomed the Members to the Fifty Third AGM of the Company. He confirmed that the requisite quorum being present 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 the Chairperson of the Audit Committee could not be present at the meeting due to some personal exigencies. The representatives of the Statutory Auditors and the Secretarial Auditors were also unable to attend due to their pre-occupation, and hence were granted exempted by the Company.

The Chairman also informed that the notice convening the 53rd AGM, Directors' Report along with its annexures thereto for the financial year ended 31st March, 2016, the audited accounts and auditors' report thereon for the financial year ended 31st March, 2016, the register of Directors' and Key Managerial Personnel and their Shareholdings, the register of Contracts or arrangements in which the Directors were interested, copy of the draft agreement to be entered into between the Company and the Managing Director upon re-appointment and other Statutory documents and registers were placed at the table and is open for inspection during the meeting.





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The Chairman then with the permission of the Members declared the notice being already circulated was taken as read.

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

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31st March, 2016 and 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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI LODR", 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 53rd AGM. The remote e-voting period had commenced on 26th September, 2016 (at 9.00 a.m. IST) and had ended on 28th September, 2016 (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 and voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 53rd AGM.

The Chairman then invited participation of the Members of the Company for discussing the Financial Statements for the financial year ended 31st March, 2016 along with Auditors and Board's Report thereon.





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The Chairman proposed item no. 1, to be passed as an ordinary resolution, relating to the consideration and adoption of the Audited Balance Sheet of the Company as at 31st March, 2016, the Profit and Loss Statement and the Cash Flow Statement for the year ended 31st March, 2016 alongwith the notes and schedules forming part of financial statements together with the Reports of the Board of Directors and Auditors thereon, and the same was proposed and seconded by the Members.

Thereafter, the Chairman proposed item no. 2, to be passed as an ordinary resolution, relating to the re-appointed of the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 57th Annual General Meeting of the Company (subject to ratification of their appointment at every Annual General Meeting), at such remuneration plus applicable taxes and reimbursement of out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors thereon, and the same was proposed and seconded by the Members.

The Chairman being interested in item no. 3 and 4, requested Mr. K K Bhattacharya, Managing Director of the Company to take the Chair and conduct the proceedings for both the items. Mr. Bhattacharya took the Chair and conducted the proceedings and proposed item no. 3, to be passed as an ordinary resolution, relating to confirmation of appointment of Mr. Rakesh Himatsingka, (DIN: 00632156) as a Director of the Company, liable to retire by rotation , and the same was proposed and seconded by the Members.

Then, Mr. K K Bhattacharya proposed item no. 4, to be passed as an ordinary resolution, relating to confirmation of appointment of Mrs. Anita Himatsingka, (DIN: 01201879) as a Director of the Company, liable to retire by rotation, and the same was proposed and seconded by the Members.



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Thereafter, Mr. K K Bhattacharya requested Mr. Rakesh Himatsingka, Chairman of the Company to kindly reassume the Chair and conduct the proceedings of the rest of the items. Mr. Himatsingka took the Chair and conducted the proceedings of the rest of the items mentioned in the notice of 53rd AGM.

The Chairman proposed item no. 5, to be passed as an ordinary resolution, relating to ratification of remuneration payable to Cost Auditors of the Company M/s. A S & Associates (Firm Regd. No.: 101052) and the same was proposed and seconded by the Members.

Thereafter, the Chairman proposed item no. 6, to be passed as a special resolution, relating to authorization to the Board of Directors to borrow money from time to time upto a limit of Rs. 50 Crores (Rupees Fifty Crores only) and the same was proposed and seconded by the Members.

The Chairman thereafter proposed item no. 7, to be passed as a special resolution, relating to creation of Security on the Properties of the Company in Favour of the Lenders, and the same was proposed and seconded by the Members.

Then Chairman proposed item no. 8, to be passed as a special resolution, relating to the re-appointment of Mr. K K Bhattacharya (DIN: 07011241) as the Managing Director of the Company for a period of 2 (two) years from 9th October 2016 to 8th October, 2018 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 and the same was proposed and seconded by the Members.

The Chairman then ordered for the poll on all the agenda items as stated in the Notice of 53rd 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.





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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.

The Chairman announced that the results of voting, i.e., remote e-voting results and 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 and

posted on the website of the Company and National Securities Depository Limited and 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 1.00 p.m.





SCRUTINIZERS REPORT

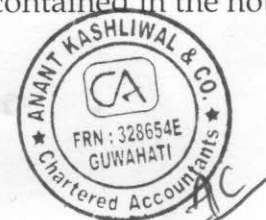
(Pursuant to section 108 of the Companies Act, 2013 and Rules 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

To,
The Chairman,
Assam Carbon Products Limited.

Dear Sir,

Report on the e-voting & voting by Ballot form conducted at the 53rd Annual General Meeting (AGM) of Assam Carbon Products Limited ("Company") held on Thursday , September 29th , 2016 at 11.45 A.M at Registered Office of the Company situated at Narengi, Chandrapur Road, Birkuchi, Narengi, Guwahati-781026, Assam.

- 1.) As per the provisions of the Section 108 Companies Act 2013 ("Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 & Regulation 44 of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) regulations 2015, the company has provided the facility for voting through electronic means (" remote e-voting) on all the resolutions contained in the notice of the AGM.
- 2.) I, Anant Kashliwal , Proprietor of M/s Anant Kashliwal & Co, Practicing Chartered Accountant at Ram Kumar Arcade, 4th Floor, Chatribari, Guwahati-781001, Assam was appointed as the Scrutinizer by the Board of Director of Assam Carbon Products Limited (the company) for the purpose of scrutinizing the process of voting through Remote e-voting and Ballot Form at the Annual General Meeting and also to ascertain results for the resolutions contained in the notice.
- 3.) The compliance with the provisions of the Companies Act 2013 and the Rules made there under relating to voting through electronic means and ballot form by the shareholders on the resolutions proposed in the notice of the 53rd Annual General Meeting of the company is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process through electronic means i.e remote e-voting and physical voting i.e ballot form at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any to the Chairman on the resolutions contained in the notice.





ANANT KASHLIWAL & CO
Chartered Accountants

OFFICE:

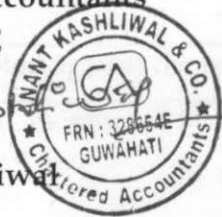
Ram Kumar Arcade,
4th Floor, Room No 5009,
Chatribari, Guwahati -01
Tel/: (0361) 2730260, Mob:9864133413
E-mail:kashliwalanant@yahoo.in

- 4.) The Company had appointed N.S.D.L (National Securities Depositories Limited), as the service provider for the purpose of extending the facility of remote e- voting to the members of the Company. NSDL has set up electronic voting facility on its website www.evoting.nsdl.com on all the items of business (both Ordinary & Special) sought to be transacted at the AGM. As mentioned in the notice, the remote e-voting facility for voting was made available to the members during the period from 26 Sept 2016 (9:00AM) to 28 Sept 2016 (5:00PM).
- 5.) Based on the reports generated from the remote e-voting system provided by NDSL & the votes casted at the AGM, I hereby submit the results of the remote e-voting & the Physical Voting as Annexure A.

For, Anant Kashliwal & Company
Chartered Accountants
FRN:328654E

Anant Kashliwal

Anant Kashliwal
Proprietor
M.No:302972.



Date: 30/09/16

Place: Guwahati.



Annexure A

The total vote cast 'in favour' or 'against' on all the resolutions contained in the notice of the aforesaid Annual General Meeting are as under:

a) Resolution-1 : Ordinary resolution.

Adoption of the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date alongwith the notes and schedules forming part of financial statements together with the Reports of the Board of Directors & Auditors thereon.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
27	2064175	100%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0

iii. Invalid / Abstain votes :

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

b) Resolution-2 : Ordinary Resolution

Re-appointment of 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 57th Annual General Meeting of the Company (subject to ratification of their appointment at every Annual General Meeting) and authorizing the Board to fix their remuneration.





i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
27	2064175	100%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0

iii. Invalid / Abstain votes :

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

c) Resolution -3: Ordinary Resolution (Special Business)

To appoint Mr. Rakesh Himatsingka, (DIN: 00632156) as the Director of the Company.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
21	104875	100%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0





iii. Invalid / Abstain votes :

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

d) **Resolution -4: Ordinary Resolution (Special Business)**

To appoint Mrs. Anita Himatsingka, (DIN: 01201879) as the Director of the Company.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
21	104875	100%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0

iii. Invalid / Abstain votes :

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

e) **Resolution -5: Ordinary Resolution (Special Business)**

Ratification of Remuneration payable to the Cost Auditors M/s. A S & Associates (Firm Regd. No.: 101052)





i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
27	2064175	100

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0

iii. Invalid / Abstain votes :

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

f) **Resolution -6: Special Resolution (Special Business)**

Obtaining consent of the members of the Company under Section 180(1)(c) of the Companies Act, 2013 to the Board of Directors of the Company by way of Special Resolution to borrow money, in one or more tranches, up to Rs 50 Crores (Rupees Fifty Crores).

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
26	1964175	100%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0





iii. Invalid / Abstain votes :

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

g) Resolution -7: Ordinary Resolution (Special Business).

Obtaining consent of the members of the Company under Section 180(1)(a) of the Companies Act, 2013 to the Board of Directors of the Company by way of Special Resolution for creation of security on the properties of the Company in favour of the lenders.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
26	1964175	100%

ii. Voted against the resolution:

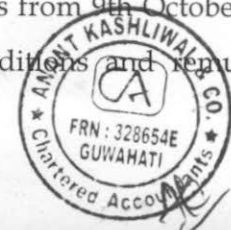
Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0

iii. Invalid / Abstain votes :

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

h) Resolution -8: Special Resolution (Special Business).

Re-appointment of Mr. K K Bhattacharya (DIN: 07011241) as the Managing Director of the Company for a period of 2 (two) years from 9th October 2016 to 8th October, 2018 and approval of the terms, conditions and remuneration





payable to him by way of special resolution as mentioned in the Draft Agreement.

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
27	2064175	100%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0

iii. Invalid / Abstain votes :

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
0	0

All relevant records of electronic voting will remain in the safe custody until the Chairman considers, approves and signs the minutes of the 53rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

For ANANT KASHLIWAL & CO
Chartered Accountants

FRN : 328654E

Anant Kashliwal



(ANANT KASHLIWAL)

Proprietor

M. No 302972

Date: 30/09/2016

Place: Guwahati