



**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 / acpl.compliance@gmail.com

CIN : L23101AS1963PLC001206. Website: www.ascarbon.in

Corporate Governance Report

- 1. Name of Listed Entity: Assam Carbon Products Ltd (CSE: Company Code-011403)**
- 2. Quarter ending: 31st March, 2025**

I. Composition of Board Directors						
Title (Mr/ Ms)	Name of the Director	PAN \$ & DIN	Category(Chairperson/Executive /Non-Executive/Independent/Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of cessation
Mr.	Rakesh Himatsingka	PAN: AARPH8054L DIN: 00632156	Chairperson-Non-Executive	25.05.2016		
Mrs.	Anita Himatsingka	PAN:AATPH7918M DIN:01201879	Non-Executive Director	25.05.2016		
Ms.	Maalika Himatsingka	PAN: AASPH3214R DIN: 07811394	Whole-time Director-Executive	10.05.2017	01.08.2023	
Mr.	Jayant Kumar	PAN: ABZPK0805H DIN: 10046705	Whole-time Director-Executive	01.01.2024		
Mrs.	Rupanjana De	PAN: AGQPD2421C DIN: 01560140	Independent Director	31.03.2015	31.03.2020	31.03.2025
Mr.	Avinash Kumar Gupta	PAN: ADPPG1108H DIN: 08763153	Independent Director	25.06.2020		
Mrs.	Sharmistha Banerjee	PAN: ADPPB1900Q DIN: 07531264	Independent Director	12.01.2024		
Mr.	Hemant Kumar Khaitan	PAN: AFUPK9392Q DIN: 00220049	Independent Director	12.01.2024		
Mr.	Jnyan Prasad Deuri	PAN: AMYPD0693A DIN: 09084570	Nominee Director	29.06.2021		
Mr.	Sunirmila Talukdar	PAN: ABNPT6999B DIN: 00920608	Additional Director (Independent Director)	07.02.2025		
Mr.	Manoj Mohanka	PAN: AEXPM3719F DIN: 00128593	Additional Director (Independent Director)	07.02.2025		

For Assam Carbon Products Ltd

Sujal Dutta
(Company Secretary & Compliance Officer)

REGISTERED OFFICE & GUWAHATI PLANT
NARENGI CHANDRAPUR ROAD
BIRKUCHI, NARENGI, GUWAHATI : 781026
Phone : (0361) 2640262, 2640630
Fax : (0361) 2640368
E-mail : acplghy@ascarbon.com

PATANCHERU PLANT
PLOT NO. 2, I.D.A., PHASE – I,
PATANCHERU : 502319. TELENGANA
Phone : (08455) 242089, 242091
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Name of the Director	Tenure* (Months)	Date of Birth	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A]	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to Regulation 17A(1) & reg. 17A(2)]	No of membership in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulation	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulation
Mr. Rakesh Himatsingka		04-11-1951	3	-	AC-2 SRC-1	SRC-1
Mrs. Anita Himatsingka		15-09-1953	3	-	AC-2 SRC-3	-
Ms. Maalika Himatsingka		07-02-1979	1	-	-	-
Mr. Jayant Kumar		04-10-1964	1	-	-	-
Mrs. Rupanjana De	120	04-07-1975	4	4	AC-4 SRC-2	AC-1
Mr. Avinash Kumar Gupta	57	15-01-1969	3	3	AC-2 SRC-3	-
Mrs. Sharmistha Banerjee	15	26-04-1966	1	1	-	-
Mr. Hemant Kumar Khaitan	15	19-01-1954	3	1	AC-2	AC-1 SRC-1
Mr. Jnyan Prasad Deuri		31-12-1984	1	-	-	-
Mr. Sunirmal Talukdar	1	06-12-1951	6	1	AC-1 SRC-2	AC-4
Mr. Manoj Mohanka	1	05-03-1963	3	1	AC-2	-

Whether Regular Chairperson appointed: Yes

Whether Chairperson is related to Managing Director or CEO: No

\$PAN of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

** to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.*

For Assam Carbon Products Ltd

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II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	MR. HEMANT KUMAR KHAITAN	Chairman-Non Executive-Independent Director	12.01.2024	
		MR. RAKESH HIMATSINGKA	Member-Non Executive Director	12.01.2024	
		MRS. RUPANJANA DE	Member-Non Executive-Independent Director	12.01.2024	31.03.2025
2.Nomination & Remuneration Committee	Yes	MRS. RUPANJANA DE	Chairperson-Non Executive-Independent Director	12.01.2024	31.03.2025
		MR. RAKESH HIMATSINGKA	Member-Non Executive Director	12.01.2024	
		MRS. ANITA HIMATSINGKA	Member-Non Executive Director	12.01.2024	
		MR. HEMANT KUMAR KHAITAN	Member-Non Executive-Independent Director	12.01.2024	
3. Risk Management Committee (if Applicable)					
4. Stakeholders Relationship Committee	Yes	MR. RAKESH HIMATSINGKA	Chairman-Non Executive Director	12.01.2024	
		MRS. ANITA HIMATSINGKA	Member-Non Executive Director	12.01.2024	
		MR. AVINASH KUMAR GUPTA	Member-Non Executive-Independent Director	12.01.2024	

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Date(s) of Meeting (if any) in the previous quarter	Maximum gap betweenany two consecutive (in number of days)
-	Yes/No	9	4	17.10.2024	-
07.02.2025	Yes/No	8	4	-	112

** to be filled in only for the current quarter meetings*

For Assam Carbon Products Ltd

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IV. Meeting of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	-	Yes / No	3	2	17.10.2024	-
	07.02.2025	Yes / No	3	2		112

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
 **to be filled in only for the current quarter meetings

V. Related Party Transactions	
Subject	Compliance Status (Yes/No/NA) – refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
Note: 1. In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, “Yes” may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated. 2. If status is “No” details of non-compliance may be given here.	

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (as applicable)- No 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

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Half year ending – 31.03.2025

F. Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives or any other entity controlled by them)	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any Other entity controlled by them	None	Nil	Nil
Promoter Group or any other entity controlled by them	None	Nil	Nil
Directors (including relatives) or any other entity controlled by them	None	Nil	Nil
KMPs or any other entity controlled by them	None	Nil	Nil

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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any Other entity controlled by them	None	Nil	Nil
Promoter Group or any other entity controlled by them	None	Nil	Nil
Directors (including relatives) or anyother entity controlled by them	None	Nil	Nil
KMPs or any other entity controlled by them	None	Nil	Nil

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

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Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

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H.WEBSITE AFFIRMATIONS : Year ended : As on 31.03.2025

I. Disclosure on website in terms of LODR Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.assamcarbon.in/company-profile.php
b) Terms and conditions of appointment of independent directors	Yes	https://www.assamcarbon.in/Appointment-Letters-of-Independent-Directors.php
c) Composition of various committees of board of directors	Yes	https://www.assamcarbon.in/data/Committee-Postion.pdf
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.assamcarbon.in/board-policies.php
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.assamcarbon.in/board-policies.php
f) Criteria of making payments to non-executive directors	Yes	https://www.assamcarbon.in/board-policies.php
g) Policy on dealing with related party transactions	Yes	https://www.assamcarbon.in/board-policies.php
h) Policy for determining 'material' subsidiaries	Not Applicable	The Company does not have any Subsidiary
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.assamcarbon.in/board-policies.php
j) Email address for grievance redressal and other relevant details	Yes	https://www.assamcarbon.in/investor-contacts.php
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.assamcarbon.in/investor-contacts.php
l) Financial results	Yes	https://www.assamcarbon.in/Quarter-Ending-Financial-Results.php
m) Shareholding pattern		https://www.assamcarbon.in/Shareholding-Patterns.php
n) Details of agreements entered into with the media companies and/or their associates	Not Applicable	

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o) i) Schedule of analyst or institutional investor meet ii) presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Not Applicable	
oa) Audio recordings, video recordings, if any, and transactions of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means.	Not Applicable	
p) New name and the old name of the listed entity	Not Applicable	
q) Advertisements as per regulation 47 (1)	Yes	https://www.assamcarbon.in/Corporate-Announcements.php
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Not Applicable	Omitted by the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2021, w.e.f. 13.8.2021. Prior to the omission, clause (a) read as follows: “credit rating and change in credit rating (if any);”
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Not Applicable	
t) Secretarial Compliance Report	Yes	https://www.assamcarbon.in/secretarial-compliance-report.php
u) Materiality policy as per Regulation 30(4)	Yes	https://www.assamcarbon.in/board-policies.php
v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.assamcarbon.in/management-team.php
w) Disclosure under regulation 30(8)	Yes	https://www.assamcarbon.in/company-information.php
x) Statements of deviation(s) or variation(s) as specified in regulation 32	Not Applicable	Not applicable to the Company
y) Dividend distribution policy as specified in regulation 43A(1)	Not Applicable	This is applicable only for top 1000 listed company based on Market Capitalization
z) Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.assamcarbon.in/annual-return.php
Confirmation that the above disclosure are in a separate section as specified in regulation 46(2)	Yes	https://www.assamcarbon.in/company-information.php
Compliance with regulation 46(3) with respect to accuracy of disclosure on the website and timely updation	Yes	https://www.assamcarbon.in/company-information.php

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I. AFFIRMATIONS W.R.T COMPLIANCE WITH CORPORATE GOVERNANCE PROVISIONS

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Quorum of Risk Management Committee Meeting	21(3B)	NA
Gap between the meetings of the Risk Management Committee	21(3C)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party Transactions	23(4)	Yes

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Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
Confirmation with respect to appointment of Independent Director who resigned from the listed entity	25(11)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Not Applicable
Vacancies in respect of Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

For Assam Carbon Products Ltd

Sujal Dutta
(Company Secretary & Compliance Officer)

REGISTERED OFFICE & GUWAHATI PLANT

NARENGI CHANDRAPUR ROAD
BIRKUCHI, NARENGI, GUWAHATI : 781026
Phone : (0361) 2640262, 2640630
Fax : (0361) 2640368
E-mail : acplghy@ascarbon.com

PATANCHERU PLANT

PLOT NO. 2, I.D.A., PHASE – I,
PATANCHERU : 502319. TELENGANA
Phone : (08455) 242089, 242091
Fax : (08455) 242237
E-mail : acplpat@ascarbon.com