



## AMALGAMATED PLANTATIONS PRIVATE LIMITED

Regd. Office : Unit No. 302A, 3rd Floor, Elgin Chambers, 1A, Ashutosh Mukherjee Road, Kolkata 700020

CIN: U01132WB2007PTC112852

Website : www.amalgamatedplantations.co.in : e-mail ID : secretariat@amalgamated.in, Ph – 033 6605 3750

### NOTICE

**NOTICE** is hereby given that the Eleventh Annual General Meeting of the members of **AMALGAMATED PLANTATIONS PRIVATE LIMITED** will be held as under –

Day : Friday

Date : 22nd June, 2018

Time : 11.00 a.m.

Place : Rotary Sadan, 94/2 Chowringhee Road, Kolkata - 700020

to transact the following business:

#### **ORDINARY BUSINESS:**

- 1. Receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018.**

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

**“RESOLVED THAT** the audited standalone financial statements of the Company including the balance sheet as on 31st March, 2018, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditor thereon be and are hereby received, considered and adopted.”

- 2. Ratification of Appointment of Deloitte Haskins & Sells, LLP, Chartered Accountants, Kolkata as the Statutory Auditor of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twelfth (12th) AGM to be held in 2019 to examine and audit the accounts of the Company for the financial year 2018-19 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

#### **SPECIAL BUSINESS:**

- 3. Ratification of Appointment and Remuneration of M/s. Shome and Banerjee, Cost Accountants as Cost Auditors for the Financial Year 2018-19.**

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

**“RESOLVED THAT** subject to such guidelines and approval as may be required from the statutory authorities, the appointment of M/s. Shome and Banerjee, Cost Accountants as Cost Auditors of the Company to audit the cost records maintained by the Company for the Financial Year 2018-19 on a remuneration of Rs.2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus taxes as may be applicable, be and is hereby ratified.”

By Order of the Board of Directors

**Chandra Sekhar Adhikary**  
**Company Secretary**  
**Membership No. : 21689**

Place: Kolkata  
Date: 27.04.2018



## NOTES:

1. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company. The proxies, in order to be valid and effective, should be received at the registered office of the Company not later than forty-eight hours before the commencement of the AGM.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the AGM is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the AGM.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and the Share Transfer Books of the Company will remain closed from 15th June, 2018 to 22nd June, 2018 (both days inclusive).
6. Members holding shares in physical mode are requested to intimate changes in their address along with the supporting documents either to the Compliance Officer of the Company or to the Registrar and Share Transfer Agents, M/s. T S R Darashaw Limited, 6-10 Haji Moosa Patrawala Industrial Estate, 20 Dr. E Moses Road, Mumbai – 400011.
7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the AGM.
8. Members desiring any relevant information on the accounts at the AGM are requested to write to the Company well in advance to ensure that such requests reach the Company at least seven days before the date of the AGM, so as to enable the Company to keep the information ready.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection at the Company's Registered Office during business hours on all working days between 11.00 a.m. and 1.00 p.m. upto the date of AGM.
10. Mr. A. K. Labh, Practising Company Secretary (FCS-4848 / CP-3238) of M/s A. K. LABH & Co., Company Secretaries, Kolkata has been appointed as Scrutinizer for conducting both the physical and e-voting process in a fair and smooth manner and he will be submitting his report not later than three days from the conclusion of the AGM.
11. The route map to the venue of the meeting is separately attached for the convenience of the members to attend the meeting.
12. The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on 19th June, 2018 at 9.00 a.m. and ends on 21st June, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15th June, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (iii) Click on "Shareholders" tab.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use <b>the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</b></li> <li>• <b>In case the folio number is less than 8 digits enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</b></li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the <b>number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field.</b></li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (Electronic Voting Sequence Number) for the relevant <Amalgamated Plantations Private Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

By Order of the Board of Directors

**Chandra Sekhar Adhikary**  
**Company Secretary**  
**Membership No. : 21689**

Place: Kolkata  
Date: 27.04.2018

## **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

### **Item No. 2**

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013. Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018), Chartered Accountants, Kolkata were appointed as the statutory auditor of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on 30th August, 2017 to hold office from the conclusion of the Tenth AGM till the conclusion of Fifteenth AGM to be held in 2022. As per the provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for appointment of statutory auditor as per the proposal contained in the Resolution set out at item no. 2 of the notice. The Board recommends the Ordinary Resolution at item no. 2 for approval by the members. None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at item no. 2 of the accompanying notice.

### **Item No. 3**

The proposal for re-appointment of Cost Auditor for the Financial Year 2018-19 was recommended by the Audit Committee to the Board. It was proposed to re-appoint M/s. Shome and Banerjee, Cost Accountants (Reg. No. 001) as the Cost Auditor. A certificate issued by the above firm regarding their eligibility for appointment will be available for inspection at the registered office of the Company between 11.00 a.m to 1.00 pm. and shall also be available at the time of the AGM.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment and remuneration payable to the Cost Auditor needs to be ratified by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the Ordinary Resolution set out in item no. 3 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 3 of the Notice for approval by the shareholders.

By Order of the Board of Directors

**Chandra Sekhar Adhikary**  
**Company Secretary**  
**Membership No. : 21689**

Place: Kolkata  
Date: 27.04.2018



**Rotary Sadan - 94/2 Chowringhee Road, Kolkata 700020**  
**Route Map to the venue for the Eleventh Annual General Meeting of Amalgamated Plantations Private Limited.**  
**Date : 22nd June, 2018 at 11.00 a.m.**

