



AMALGAMATED PLANTATIONS PRIVATE LIMITED

Registered Office: 1 Bishop Lefroy Road, Kolkata 700020

Corporate Identification No. (CIN): U01132WB2007PTC112852

Phone: +91 33 6605 3750; Fax: +91 33 2283 7894; Website: www.amalgamatedplantations.co.in

Notice is hereby given that the Eighth Annual General Meeting of the Company will be held at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata 700017 on Friday, the 7th day of August, 2015 at 10.30 A.M. for transacting the following:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2015, including audited Balance Sheet as at 31st March 2015, the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on 0.01% redeemable preference shares.
3. To declare a dividend on equity shares.
4. To appoint Messrs Price Waterhouse, Chartered Accountants LLP as Statutory Auditors for two years i.e. 2015-16 and 2016-17, having furnished certificate of their eligibility for appointment as required under the Companies Act, 2013 and authorise the Board of Directors to fix the remuneration.

SPECIAL BUSINESS

5. Appointment of Mr. Hameed Huq (DIN 00042737) as an Independent Director

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

“RESOLVED that pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Hameed Huq (DIN. 00042737) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 24th March, 2015 and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a period up to five years with effect from 1st April 2015.

6. Appointment of Mr. Riewad Vicharwant Warjri (DIN 07140248) as an Independent Director

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

“RESOLVED that pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Riewad Vicharwant Warjri (DIN. 07140248) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 24th March, 2015 and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a period up to five years with effect from 1st April 2015.

BY ORDER OF THE BOARD
For **Amalgamated Plantations Private Limited**

Place : Kolkata
Date : 2nd July, 2015

Kaushik Biswas
Company Secretary

NOTES:

- A. A member entitled to attend and vote at the Annual General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should however be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.
- B. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, trusts, etc. must be supported by an appropriate resolution/authority, as applicable.
- C. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- D. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 25th July, 2015 to Friday, 7th August, 2015 (both days inclusive).
- E. The members attending the annual general meeting may cast their vote physically too through ballot paper at the venue of the meeting. However, the members who have already cast their vote through remote e-voting should refrain from voting again at the venue through ballot paper as the voting through ballot paper at the venue in case of voting already done by a member through remote e-voting will invalidate his voting through ballot paper at the venue.
- F. 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 of the conclusion of the Annual General Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on August 4, 2015 at 9.00 a.m. (IST) and ends on August 6, 2015 at 5.00 p.m.(IST). During this period shareholders of the Company holding shares as on the cut-off date i.e July 31, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through polling paper shall be made available at the Meeting and the members as on the “cut-off date” i.e. July 31, 2015, attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper. The voting rights of Members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as on 31st July, 2015 (‘cut-off date’).
- (ii) The shareholders should log on to the e-voting website 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. 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:

	For Members holding shares in Demat Form and Physical Form
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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name followed by last 8 digits of the demat account no /folio no in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format or enter folio no
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the no. of shares in the Dividend Bank details field.

- (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 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create a compliance user 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com

Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013:

Item No. 5

Mr. Hameed Huq (DIN: 00042737) was appointed as an Additional (Independent) Director of the Company with effect from April 1, 2015 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Huq holds office upto the date of this Annual General Meeting but is eligible for appointment as a Director.

Mr. Huq has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Huq started his planting career with James Finlay Ltd in 1972 at Nahorkutia Estate in Upper Assam and worked in various estates in Assam before being appointed as Manufacturing Advisor for North India Plantation Division of Tata Tea Ltd in 1986. He took charge as Assistant Visiting Agent in 1988. He started the Guwahati Office for Tata Tea Ltd in 1988 and was subsequently transferred to Head Office at Kolkata as Deputy General Manager – Production. Mr. Huq moved to Estate Management Services Ltd, the joint venture in Sri Lanka in 1994 and took over as Chief Executive Officer (CEO) of Kahawatte Plantations. He participated in the acquisition of Watawala Plantations and subsequent integration with Tata Tea operations as CEO. Mr. Huq took over as CEO of Saptarishi Agro Industries Ltd in 1998. He moved to Tata Coffee Ltd in 1999 and progressively worked through the positions of Vice President (Plantations), Executive Director (Plantations) till he retired as Managing Director. During the tenure as Managing Director of Tata Coffee Ltd., he successfully doubled the turnover of the Company and quadrupled profitability. The period also witnessed rapid expansion of the Instant Coffee Division and consolidation of the plantation business.

Except Mr. Huq, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

The Directors recommend the resolution for members' approval as an Ordinary Resolution.

Item No. 6

Mr. Riewad Vicharwant Warjri (DIN: 07140248) was appointed as an Additional (Independent) Director of the Company with effect from April 1, 2015 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Warjri holds office upto the date of this Annual General Meeting but is eligible for appointment as a Director.

Mr. Warjri has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Warjri started his career in July 1978. From July 1978 to September 1980 : Probation in India including foundation at LBSAA, Mussoorie, Village Training, Military Training, District Training in West Bengal; from September 1980 to October 1983: Third Secretary, Nairobi, including in-charge of Non Resident Indians, dealt with education related issues; from October 1987 to July 1990: First Secretary, Colombo after signing of India-Sri Lanka accord that kept the Indian Peace Keeping Force in Sri Lanka. In-charge of implementation of the Economic segment of the accord and rehabilitation of refugees working closely with United Nations High Commissioner for Refugees, etc.; from July 1990 to September 1992 : Deputy Secretary / Director in Delhi and worked on External Publicity, US and Canada; from September 1992 to August 1993 : On deputation to United Nations Transitional Authority in Cambodia worked on civil administration, holding elections, etc. Also detained by Khmer Rouge and negotiated with them for release; from October 1993 to November 1994 : On deputation to Lok Sabha Secretariat, Parliament worked closely with Shri Atal Behari Vajpayee as Chairman of Standing Committee on External Affairs; from February 1995 to February 1998: Ministry of External Affairs; Director, (MEA) and worked in divisions concerning Gulf, Coordination, Europe, etc; from February 1998 to June 1999 : Joint Secretary, MEA worked on promoting investment into India, wrote papers on EURO implications on India, Civil Aviation Open Sky Policy, etc; from June 1999 to August 2002 : Deputy Consul General, New York. Worked closely with New York Stock Exchange for listing of Indian companies, gave presentations on India at Harvard, Massachusetts Institute of Technology, University of Pennsylvania, etc; from September 2002 to December 2006 : Ambassador of India, Peru and accredited to Bolivia; Promoted Indian Information Technology and Pharmaceutical companies. Involved closely with Jindal Steel Plant in Bolivia; from February 2007 to August 2010: High Commissioner in Darussalam Brunei. Took the Sultan to India and got Brunei to invest in India. Also took Indian companies to Brunei; from September 2010 to February 2014: Ambassador of India to Colombia and accredited to Ecuador and Costa Rica. Trade with India went up by more than 3 times and promoted Indian companies investment in Colombia. Took ONGC to Ecuador. Worked closely to promote presence and spread of Indian Information Technology companies in Costa Rica.

Except Mr. Warjri, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

The Directors recommend the resolution for members' approval as an Ordinary Resolution.

BY ORDER OF THE BOARD OF DIRECTORS
For **Amalgamated Plantations Private Limited**

Place : Kolkata
Date : 2nd July, 2015

Kaushik Biswas
Company Secretary