



NOTICE

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

Day : Friday

Date : 12th of August, 2016

Time : 11. 00 a.m.

Place : Rotary Sadan, 94/2 Chowringhee Road, Kolkata 700 020.

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2016 including the audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and Cash Flow Statement for the said period together with the Reports of Directors and Auditor's thereon.
2. To declare dividend on 0.01% redeemable preference shares.
3. To declare dividend on the Equity Shares of the Company for the Financial Year 2015-16.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** relating to ratification of appointment of Auditors of the Company:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Price Waterhouse Chartered Accountants, LLP having registration no. 012754N / N500016 allotted by the Institute of Chartered Accountants of India (ICAI), as the Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the AGM to be held for considering the results for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors."

SPECIAL BUSINESS:

5. To appoint Mr. Roopendra Narayan Roy (DIN:00152621) as an Independent Director and in this regard 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, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Roopendra Narayan Roy (DIN:00152621), who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto the conclusion of the 14th AGM of the Company and shall not be liable to retire by rotation."

6. To ratify the appointment and remuneration of Cost Auditors for the Financial Year 2016-17 and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as **Ordinary Resolution**:

"RESOLVED THAT subject to such guidelines and approval as may be required from the Statutory Authorities, the re-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 2016-17 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

Place: Kolkata

Date: 13th May, 2016

**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 (corresponding to Section 154 of the Companies Act, 1956) the Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 1st August, 2016 to Friday, 12th August, 2016 (both days inclusive) for the purpose of payment of Dividend.
6. Members holding shares in physical mode are requested to intimate changes in their address 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. The e-mail id is csg-unit@tsrdarashaw.com.
7. The Board of Directors at their meeting held on 13th May, 2016 has recommended a dividend of Re. 0.60 per Equity Share of Rs. 10/- each (6%), which if declared at the AGM, will be paid on or before the 11th September, 2016.
8. The Dividend on Equity Shares, if declared at the AGM, will be credited/dispatched on or before 11th September, 2016 to those members whose names shall appear on the Company's Register of Members before the book closure.
9. 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.
10. 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.
11. 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.
12. 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 AGM.



13. The route map to the venue of the AGM is separately attached for the convenience of the members to attend the AGM.
14. The instructions for shareholders voting electronically are as under:
 - i. The voting period begins on 9th August, 2016 at 9.00 a.m. (IST) and ends on 11th August, 2016 at 5.00 p.m.(IST). During this period shareholders of the Company holding shares as on the cut-off date i.e. August 5, 2016, 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 AGM and the members as on the "cut-off date" i.e. August 5, 2016, attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM through ballot paper / polling paper.
 - 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. 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:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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, e.g. if your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or DOB	<p>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</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the no of shares held by you as on the cut –off date 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 of 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. 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, on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. 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 corporate.
 - 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 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.
- xx. 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

By Order of the Board of Directors

Place: Kolkata

Date: 13th May, 2016

Chandra Sekhar Adhikary
Company Secretary

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice -

Item No.5

Mr. Roopendra Narayan Roy (DIN:00152621) was appointed by the Board on 21st August, 2015 as an Additional Director. The Board of Directors has received a notice from a shareholder proposing the candidature of Mr. Roopendra Narayan Roy as an Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013. Mr. Roy possesses vast experience in the field of Finance, Audit and HR. He has served on the Board of various reputed institutions like IIT Kharagpur, IIM Calcutta and is presently on the Board of Xavier Institute of Management, Kolkata (a premier Business School). He is also a nominee of the Government of India on the Board of Trustees of the Kolkata Port Trust.

The Company has received from Mr. Roopendra Narayan Roy (i) consent in writing to act as a Director in Form DIR – 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Roopendra Narayan Roy is appointed as an Independent Director of the Company.

Save and except Mr. Roopendra Narayan Roy and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in the item no. 5 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

The proposal for re-appointment of Cost Auditor for the Financial Year 2016-17 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 during 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 Auditors needs to be ratified by the shareholders.

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. 6 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 6 of the Notice for approval by the shareholders.

By Order of the Board of Directors

Place: Kolkata

Chandra Sekhar Adhikary

Date: 13th May, 2016

Company Secretary