



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 Twelfth Annual General Meeting of the members of **AMALGAMATED PLANTATIONS PRIVATE LIMITED** will be held as under –

Day : Friday

Date : 28th June, 2019

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, 2019.**

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, 2019, 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.”

SPECIAL BUSINESS:

2. **Ratification of Appointment and Remuneration of M/s. Shome and Banerjee, Cost Accountants as Cost Auditors for the financial year 2019-20**

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 2019-20 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.”

3. **Appointment of Mr. Rakesh Sony as Nominee Director**

To appoint Mr. Rakesh Sony (DIN: 00363053) as a Nominee 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 161(1) of the Companies Act, 2013 and with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Mr. Rakesh Sony (DIN:00363053) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 22nd October, 2018 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as the Nominee Director of the Company.”

4. **Re-Appointment of Mr. Jagjeet Singh Kandal as Managing 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 Sections 196 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Jagjeet Singh Kandal (DIN: 05207631) as



the Managing Director of the Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Jagjeet Singh Kandal in the best interest of the Company and as may be permissible at law, viz.:

A. Period:

01 (One) year w.e.f. 1st June, 2019 with the liberty to either party, to terminate the appointment with six months' notice in writing to the other.

B. Remuneration:

Salary Components	% of Basic	Monthly (Rs)	Yearly (Rs)
Basic Salary	100	3,02,141	36,25,692
House Rent Allowance (HRA)	60	1,81,285	21,75,415
House Maintenance Allowance	25	75,535	9,06,423
Cash Allowance	41.34	1,24,905	14,98,861
Special Allowance	25	75,535	9,06,423
Consolidated Car Allowance (covering expenses towards EMI, Fuel, Maintenance, Driver's Salary etc.)		75,000	9,00,000
Leave Travel Allowance (LTA)	8.33	25,168	3,02,020
Annual performance pay	100	3,02,141	36,25,692
Medical Allowance (for self, spouse and maximum of 2 children up to 24 years of age)	8.33	25,168	3,02,020
Company's Contribution (PF, Gratuity & Superannuation)	35.33	106,746	12,80,957
Club Subscription	For 2 clubs at actual subject to maximum of Rs. 1000/- per month per club.		
Residential Telephone	At Actual. 10% of the bill amount will be borne by him.		
Cell Phone	At Actual.		

In addition to the above Mr. Jagjeet Singh Kandal will also be entitled to Hospitalisation for self and family as per Company Rules.

Mr. Jagjeet Singh Kandal shall be entitled to 30 days privilege leave per annum with provision for accumulation of such leave as applicable to Employees of the Company.

Mr. Jagjeet Singh Kandal will be entitled to Personal Accident Insurance as applicable to Senior Management / Whole Time Directors of the Company.

Mr. Jagjeet Singh Kandal will not be entitled for payment of any sitting fees towards attending any meeting of the Board of Directors or committee thereof.

Further Mr. Jagjeet Singh Kandal will be entitled to reimbursement for expenses towards entertainment for official purposes as required and necessary and as per the policy framed by the Company from time to time.

Annual performance pay (by whatever name called) shall be subject to the approval of the Company's Board. Annual performance pay for each financial year shall be prorated for the months of service that Mr. Jagjeet Singh Kandal has been employed for during that period. Annual performance pay shall be based on the individual performance and the performance of the Company, to the complete satisfaction of the Company, of targets set for Mr. Jagjeet Singh Kandal by the Company from time to time and financial results of the Company and shall be based on the discretion of the Board. The payment of annual performance pay in any year will not entitle Mr. Jagjeet Singh Kandal to demand such payment as a matter of right in subsequent years. The actual payment of such annual performance pay to Mr. Jagjeet Singh Kandal is



subject to the condition of (i) Mr. Jagjeet Singh Kandal being continuously employed by the Company, and (ii) not having given or received notice, up to and including payment date.

RESOLVED FURTHER THAT the Board / Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including the right to vary the terms and conditions of the appointment from time-to-time within the stipulated provisions of the Companies Act, 2013."

By Order of the Board of Directors

Chandra Sekhar Adhikary
Company Secretary
Membership No. : 21689

Place: Kolkata
Date: 17.04.2019

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 14th June, 2019 to 28th June, 2019 (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 25th June, 2019 at 9.00 a.m. and ends on 27th June, 2019 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 21st June, 2019 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 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, excluding the special characters.
- (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 and the 8 digits of the sequence number in the PAN field.• In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (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 Company Name i.e. **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 same 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) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 which 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 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.
- (xix) 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
13. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 27th June, 2019, upto 5:00 pm without which the vote shall not be treated as valid.
14. The shareholders shall have one vote per equity share held by them as on the cut-off date of 15th May, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th May, 2019.
15. 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.
16. 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: 17.04.2019



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

Item No. 2

The proposal for re-appointment of Cost Auditor for the financial year 2019-20 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. 2 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 2 of the Notice for approval by the shareholders.

Item No. 3

Mr. Rakesh Sony (DIN: 00363053) was appointed by the Board on 22nd October, 2018 as an Additional Director (nominee of Tata Global Beverages Limited). The Board of Directors has received a notice from a shareholder proposing the candidature of Mr. Rakesh Sony as Director to be appointed under the provisions of the Companies Act, 2013. Mr. Sony is a Chartered Accountant and possesses vast experience in the field of Consumer and Financial Services. He is presently engaged as Global Head of Strategy and M&A at the Tata Global Beverages Limited, responsible for development and deployment of strategies for the Organization, delivery of new businesses/acquisitions/ alliances to drive the sustainable, profitable growth agenda of the Company.

The Company has received consent in writing from Mr. Rakesh Sony to act as a Director in Form DIR - 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Rakesh Sony is appointed as a Director of the Company.

Save and except Mr. Rakesh Sony 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 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.

Item No. 4

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 17th April, 2019 approved the re-appointment of Mr. Jagjeet Singh Kandal as the Managing Director for a further period of 01 (One) year with effect from 1st June, 2019.

Mr. Kandal was appointed as the Managing Director of the Company with effect from 1st June, 2017 and his tenure ended on 31st May, 2019. Information in respect of Mr. Jagjeet Singh Kandal is as follows –

Sl. No.	Item	Details
1.	Name	Jagjeet Singh Kandal
2.	DIN	05207631
3.	Date of Birth	4th July, 1962
4.	Qualification	Graduate
5.	Nature of Expertise	Plantation / Tea
6.	Brief Resume	A science graduate from St Stephen's College, Delhi University, with 30 years of experience in tea industry, Mr. Kandal is a Tea Expert with extensive and well-rounded experience in all operations of the Tea business including – field, factory, quality control, sales & marketing, buying, business development, key account management, sustainability and compliance.
7.	First Appointment on the Board	1st April, 2014



Sl. No.	Item	Details
8.	Terms and Condition of Re-Appointment	Re-appointed for a period of 01 (One) year.
9.	Remuneration Details	Provided in the Body of the Resolution
10.	No. of shares held in APPL	73170 shares
11.	Relationship with other Directors / Managers / KMP	None
12.	No. of Board Meetings attended out of the 6 meetings held during the the last financial year.	6

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

The Board recommends the Ordinary Resolution set out in Item No. 4 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: 17.04.2019