

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

**Day** : Friday  
**Date** : 26th June, 2020  
**Time** : 11.00 a.m.  
**Place** : Board Room, Tata Consumer Products Limited, 1, Bishop Lefroy 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, 2020.**

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, 2020, 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 2020-21**

To consider and if thought fit, to pass 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 2020-21 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. **Re-appointment of Mr. Hameed Huq as an Independent Director**

To appoint Mr. Hammed Huq (DIN: 00042737) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as a **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Hameed Huq (DIN: 00042737), who was appointed as an Independent Director at the 8th Annual General Meeting of the Company held on 7th August 2015 for a term of 5 (five) consecutive years with effect from 1st April, 2015 to hold the office up to 31st March, 2020, being eligible for re-appointment as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years commencing from 1st April, 2020 upto 31st March, 2025.”



**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**4. Appointment of Mr. Vikram Singh Gulia as Director**

To appoint Mr. Vikram Singh Gulia (DIN 07914899) as Director and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 161(1) and with Companies (Appointment and Qualification of Directors) Rules, 2014, including any modification or re-enactment thereof, read with Article 72 of the Articles of Association of the Company, Mr. Vikram Singh Gulia (DIN: 07914899), who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 8th May, 2020 and who holds office upto the date of the 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 proposing his candidature for the office of Director be and is hereby appointed as the Director of the Company.”

**5. Appointment of Mr. Vikram Singh Gulia as Managing Director**

To consider and if thought fit, to pass the following resolution as a **Special 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 appointment of Mr. Vikram Singh Gulia (DIN: 07914899) 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. Vikram Singh Gulia in the best interest of the Company and as may be permissible at law, viz.:

**A. Period:**

05 (five) years w.e.f. 1st June, 2020 with the liberty to either party, to terminate the appointment with six months’ notice in writing to the other.

**B. Remuneration:**

<b>Salary Components</b>	<b>% of Basic</b>	<b>Monthly (Rs)</b>	<b>Yearly (Rs)</b>
Basic Salary	100%	250,000	3,000,000
House Rent Allowance (HRA)	60%	150,000	1,800,000
Superannuation Allowance	15%	37,500	450,000
Cash Allowance		5,000	60,000
LTA	8.33%	20,833	250,000
Consolidated Car Allowance (covering expenses towards EMI, Fuel, Maintenance, Driver’s Salary etc.)		50,000	600,000
Retrials (PF + Gratuity)	16.81%	42,025	504,300
<b>Total Fixed Compensation</b>		<b>555,358</b>	<b>6,664,300</b>
Annual performance pay (Costed as 8 months’ Basic Pay)		166,667	2,000,000
<b>Cost to Company</b>		<b>722,025</b>	<b>8,664,300</b>



In addition to the above Mr. Vikram Singh Gulia will also be entitled to hospitalisation for self and family as per Company rules.

Mr. Vikram Singh Gulia 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. Vikram Singh Gulia will be entitled to personal accident insurance as applicable to Senior Management / Whole Time Directors of the Company.

Mr. Vikram Singh Gulia will not be entitled for payment of any sitting fee towards attending any meeting of the Board of Directors or committee thereof.

Further Mr. Vikram Singh Gulia 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. Vikram Singh Gulia 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. Vikram Singh Gulia 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. Vikram Singh Gulia to demand such payment as a matter of right in subsequent years. The actual payment of such annual performance pay to Mr. Vikram Singh Gulia is subject to the condition of (i) Mr. Vikram Singh Gulia 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: 8th May, 2020

#### 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 19th June, 2020 to 26th June, 2020 (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 the 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 23rd June, 2020 at 9.00 a.m. and ends on 25th June, 2020 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 19th June, 2020 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, 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](http://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 the <b>first two letters of their name and the 8 digits of the sequence number in the PAN field.</b></li> <li><b>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.</b></li> </ul>
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"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>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 ).</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 (200523002) 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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:aklabhcs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 25th June, 2020, 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 19th June, 2020. 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 19th June, 2020.
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. In light of heightened concern on spread of COVID-19 across the nation and in compliance with the directives issued by Central/ State Government(s) Authorities, the shareholders are requested to maintain strict standards of social distancing and to take all precautions to sanitize themselves for safety or protection of the individual himself and the entire society. The shareholders are requested to follow all the norms as would be framed in this regard to conduct the meeting in a safe and secure manner.
17. 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](mailto: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: 8th May, 2020



## **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 2020-21 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. Hameed Huq was appointed as an Independent Director of the Company at the Board Meeting held on 24th March, 2015 for a term of 5 (five) years with effect from 1st April, 2015 and holds office up to 31<sup>st</sup> March, 2020. In terms of provisions of Section 149 (10) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of the Company, but such Independent Director shall be eligible for re-appointment for another term of up to 5 (five) consecutive years. Members of the Nomination and Remuneration Committee proposed the re-appointment of Mr. Hameed Huq as an Independent Director for a further period of 5 (five) years for the approval of the Board of Directors.

Mr. Hameed Huq would be entitled to sitting fees for attending the meetings of the Board and its Committee(s).

Considering the contribution made by Mr. Hameed Huq during his tenure, his experience, background and understanding of Company's business, the Board of Directors feels that the continued association of Mr. Hameed Huq would be beneficial for the Company and it is desirable to continue to avail his services as an Independent Director and also as member of various committees he was currently present. In compliance with the provisions of Section 149 read with Schedule IV to the Act, the re-appointment of Mr. Hameed Huq as an Independent Director is now being proposed before the Members for their approval by way of an Ordinary Resolution. The Board recommends Resolution No.3 as an Ordinary Resolution for approval by the Members of the Company.

### **Item No. 4 and 5**

The Board of Directors of the Company at their Meeting held on 8th May, 2020 had appointed Mr. Vikram Singh Gulia as the Additional Director of the Company as per the provisions of Section 161 of the Companies Act, 2013. Mr. Vikram Singh Gulia a graduate in Economics with more than 32 years of experience in tea industry, Mr. Gulia 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.

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

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 8th May, 2020 approved the appointment of Mr. Vikram Singh Gulia as the Managing Director for a period of 05 (five) years with effect from 1st June, 2020.





Mr. Vikram Singh Gulia was appointed as the Managing Director of the Company with effect from 1st June, 2020 and his tenure ended on 31st May, 2025. Information in respect of Mr. Vikram Singh Gulia is as follows –

Sl. No.	Item	Details
1.	Name	Mr. Vikram Singh Gulia
2	DIN	07914899
3	Date of Birth	20.6.1965
4	Qualification	Graduate
5	Nature of Expertise	Plantation / Tea
6	Brief Resume	A graduate in Economics with more than 32 years of experience in tea industry, Mr. Gulia 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 June, 2020
8	Terms and Conditions of Appointment	Appointed for a period of 05 (five) years.
9	Remuneration Details	Provided in the Body of the Resolution
10	No. of shares held in APPL	No
11	Relationship with other Directors / Managers / KMP	None
12	No. of Board Meetings attended out of the 6 meetings held during the last financial year	N.A.

None of the Directors / Key Managerial Personnel of the Company except Mr. Vikram Singh Gulia / their relatives is in any way concerned or interested, financially or otherwise in the Ordinary Resolution set out at item no. 5 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 4 & 5 of the Notice for approval by the shareholders.

By Order of the Board of Directors

Place: Kolkata  
Date: 8th May, 2020

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