



**AMALGAMATED PLANTATIONS PRIVATE LIMITED**

Regd. Office – Unit No. 302A, Elgin Chambers, 1A Ashutosh Mukherjee Road, Kolkata – 700020

CIN: U01132WB2007PTC112852

Website – [www.amalgamated.co.in](http://www.amalgamated.co.in) : e-mail id – [secretariat@amalgamated.in](mailto:secretariat@amalgamated.in); Ph – 033 6605 3750

**NOTICE**

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

**Day** : Friday

**Date** : 6th August, 2021

**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, 2021**

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, 2021, 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. **Appointment of Mr. Ajoyendra Mukherjee (DIN: 00350269) as an Independent Director**

To appoint Mr. Ajoyendra Mukherjee (DIN: 00350269) 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 a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 161(1), 149 and 152 of the Companies Act, 2013 and with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Mr. Ajoyendra Mukherjee (DIN: 00350269) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 22nd January, 2021 be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years commencing from 22nd January, 2021, not liable to retire by rotation.”

3. **Re-appointment of Mr. Roopendra Narayan Roy (DIN: 00152621) as an Independent Director**

To re-appoint Mr. Roopendra Narayan Roy (DIN: 00152621) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:



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**“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. Roopendra Narayan Roy (DIN: 00152621), who was appointed as an Independent Director at the 9th Annual General Meeting of the Company held on 12th August 2016 for a term of 5 (five) consecutive years being eligible for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company and to hold office for a second term of five consecutive years commencing from 23rd April, 2021, not liable to retire by rotation.”

#### 4. **Modification in Terms of Appointment of Mr. Vikram Singh Gulia, Managing Director**

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

**“RESOLVED THAT** Agreement dated 12th May, 2020 as entered with Mr. Vikram Singh Gulia, containing terms and conditions for his appointment as Managing Director (MD) of the Company stands altered to the following extent –

- i. NRC after reviewing the annual performance against set Targets would recommend the quantum of Annual Performance Pay. On achieving the Target Performance Results, MD would be eligible for 100% of the Performance Pay. However, it could be lower if the Targets are under achieved and on exceeding the targets, the Annual Performance Pay could be higher subject to a maximum of 12 months Basic Pay.
- ii. Club Membership to be provided as per Company’s HR Policy.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to modify the agreement executed between the Company and Mr. Vikram Singh Gulia, Managing Director accordingly and also to do all the acts, deeds, matters and things as necessary in this regard.”

#### 5. **Ratification of Appointment and Remuneration of M/s. Shome and Banerjee, Cost Accountants as Cost Auditors for the Financial Year 2021-22**

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 2021-22 on a remuneration of Rs.3,00,000/- (Rupees Three Lakhs only) plus taxes as may be applicable, be and is hereby ratified.”

By Order of the Board of Directors

Place: Kolkata  
Date: 23.04.2021

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

#### **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 30th July, 2021 to 6th August, 2021 (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 Consultants Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikroli, West Mumbai – 400083.
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 Tuesday, 3rd August, 2021 at 9.00 a.m. and ends on Thursday 5th August, 2021 at 5.00 p.m. During this period shareholders' of the Company, holding shares as on the cut-off date (record date) of 30th July, 2021 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.



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- (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 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 5th August, 2021, 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, i.e., 30th July, 2021. 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, i.e., 30th July, 2021.
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](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
17. The members attending the meeting may opt for exercising vote through physical ballot as will be provided at the venue. However, vote cast through physical ballot will be rejected if the member had already exercised his vote through e-voting and in this situation the vote cast through e-voting will prevail. Members are encouraged to opt for e-voting for paper less process.
18. In light of the on-going pandemic , the members are requested to abide by the safety norms and maintain safe distance and follow the COVID protocol of the statutory authorities.

By Order of the Board of Directors

Place: Kolkata  
Date: 23.04.2021

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