



AMALGAMATED PLANTATIONS PRIVATE LIMITED

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

CIN: U01132WB2007PTC112852

Website – www.amalgamated.co.in : e-mail id – secretariat@amalgamated.in; Ph – 033 6605 3750

NOTICE

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

Day : Friday

Date : 7th July, 2023

Time : 11.00 a.m.

Place : Board Room, 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 2023.**

To consider and if thought fit to pass, with or without modification(s), if any, 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, 2023, 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 Auditors thereon be and are hereby received, considered and adopted.”

- 2. Re-appointment of Director(s) retiring by Rotation**

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

“RESOLVED THAT Mr. Vikram Singh Gulia (DIN – 07914899) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

- 3. Ratification of Appointment and Remuneration of M/s. Shome and Banerjee, Cost Accountants as Cost Auditors for the Financial Year 2023-24**

To consider and if thought fit, to pass, with or without modification(s), if any, 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 2023-24 on a remuneration of Rs.3,00,000/- (Rupees Three Lakhs only) plus taxes as may be applicable, be and is hereby ratified.”



4. Appointment of Mr. Kyrianthan Mathew Abraham as a Director (Non-Executive Non- Independent)

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

“RESOLVED THAT Mr. Kyrianthan Mathew Abraham (DIN: 05132870), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 17th April, 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director (Non-Executive Non Independent) of the Company;

RESOLVED FURTHER THAT Mr. Vikram Singh Gulia, Managing Director and CEO, and Mr. Chandra Sekhar Adhikary, Company Secretary be and hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Ministry of Corporate Affairs and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

By Order of the Board of Directors

Chandra Sekhar Adhikary
Company Secretary
Membership No. : 21689

Place: Kolkata

Date : 17th April, 2023

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 June, 2023 to 7th July, 2023** (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. TSR 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, 4th July, 2023 at 9.00 a.m. and ends on Thursday, 6th July, 2023 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 1st July, 2023 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.

CDSL Evoting Instructions

1) Instructions for Remote E-voting:

The voting period begins on Tuesday, 4th July, 2023 at 9.00 a.m. and ends on Thursday, 6th July, 2023 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 1st July, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

TYPES OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting Service Providers i.e. CDSL, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an eVoting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers

2) If you are a first time user follow the steps given below:

PAN	For Physical shareholders and other than individual shareholders holding shares in Demat. Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.



AMALGAMATED PLANTATIONS PRIVATE LIMITED

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

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 a Compliance User 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, 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.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; aklabhcs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

- i) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 at toll free no.1800 22 55 33

13. 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 paperless process.
14. The members are requested to abide by the safety norms and maintain safe distance and follow the COVID protocol wherever applicable.

By Order of the Board of Directors

Chandra Sekhar Adhikary
Company Secretary
Membership No. : 21689

Place : Kolkata
Date : 17th April, 2023

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

Item No. 3

The proposal for re-appointment of Cost Auditors for the Financial Year 2023-24 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 Auditors with a remuneration of Rs. 300,000/- (Rupees Three Lakhs only). 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 Auditors 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. 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

Board of Directors of the company through resolution passed in their meeting held on 17th day of April, 2023 has appointed Mr. Kyrianthan Mathew Abraham (DIN: 05132870) as Additional Director of the company till the date of the next annual general meeting. Accordingly, in terms of the provisions of Companies Act, 2013 approval of the Members of the Company is required for regularization of Mr. Kyrianthan Mathew Abraham as Director of the Company.



AMALGAMATED PLANTATIONS PRIVATE LIMITED

Mr. Mathew is a post-graduate in Organic Chemistry from St. Xavier's College, Mumbai and has worked in the field and factory operations of the erstwhile Tata Tea Limited since September 1994 and Kanan Devan Hills Plantations Company after 2005. He was also the Head of the marketing operations of the Company. Mr. Mathew is presently the Managing Director of Kanan Devan Hills Plantations Company Private Limited from August 2015. He also held key positions in various Associations such as Cochin Tea Trade Association where he was the Vice Chairman.

The Nomination and Remuneration Committee of the Company has recommended the appointment of Mr. Mathew (DIN - 05132870) as a Director on the Board of the Company. The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and vast experience, his association would be very beneficial to the Company and it is desirable to appoint him as a Director.

None of the Directors of the Company, except Mr. Kyrianthan Mathew Abraham is concerned or interested in the resolution. The Board recommends the resolution set forth in item no.4 for the approval of the members.

By Order of the Board of Directors

Chandra Sekhar Adhikary
Company Secretary
Membership No. : 21689

Place: Kolkata
Date : 17th April, 2023