



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

Day : **Friday**
Date : **26th July, 2024**
Time : **11.00 am**
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 2024.**

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 2024, 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.”

SPECIAL BUSINESS:

- 2. Ratification of Appointment and Remuneration of M/s. Shome and Banerjee, Cost Accountants as Cost Auditors for the Financial Year 2024-25**

To consider and if thought fit, to pass,, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to such guidelines as stipulated by 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 2024-25 on a remuneration of Rs.3,00,000/- (Rupees Three Lakhs only) plus taxes as may be applicable, be and is hereby ratified.”

- 3. Appointment of Mr. Sukhjeet Singh Malhotra as Director**

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) of the Companies Act, 2013 (“the Act”) 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. Sukhjeet Singh Malhotra (DIN 10584677), who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 9th April, 2024 and who holds



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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 Act proposing his candidature for the office of Director be and is hereby appointed as the Director of the Company.”

4. Appointment of Mr. Sukhjeet Singh Malhotra, as Wholetime Director

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196 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 provided for the approval and ratification of the appointment of Mr. Sukhjeet Singh Malhotra (DIN 10584677), as the Wholetime Director of the Company for the period 09.04.2024 to 30.06.2024 and the remuneration paid to him during this period and as mentioned in the explanatory statement as attached hereto constituting part of the resolution.

FURTHER RESOLVED THAT the Board of Directors / Company Secretary be and are hereby authorized to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Appointment of Mr. Sukhjeet Singh Malhotra, as Managing Director & CEO

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196 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. Sukhjeet Singh Malhotra (DIN 10584677), as the Managing Director & CEO of the Company for the period and upon the terms and conditions including remuneration paid/payable to him as mentioned in the explanatory statement as attached hereto constituting part of the resolution 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. Sukhjeet Singh Malhotra (DIN 10584677), in the best interest of the Company and as may be permissible in law;

FURTHER RESOLVED THAT the Board of Directors / Company Secretary be and are hereby authorized to do all acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Chandra Sekhar Adhikary
Company Secretary
Membership No. : 21689

Place : Kolkata
Date : 18th April, 2024

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 July, 2024 to 26th July, 2024(both days inclusive).
6. Members holding shares in physical mode are requested to intimate changes in their address alongwith the supporting documents either to the Compliance Officer of the Company or to the Registrar and Share Transfer Agents, M/s. Link Intime India 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 23rd July, 2024 at 9.00 am and ends on 25th July, 2024 at 5.00 p.m. During this period shareholders' of the Company holding shares in physical form as on the cut-off date (record date) of 19th July, 2024 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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



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- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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	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.
OR Date of Birth (DOB)	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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) 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.

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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 NUMBERS 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 number 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, maintain safe distance and stay healthy.

By Order of the Board of Directors

Place : Kolkata
Date : 18th April, 2024

Chandra Sekhar Adhikary
Company Secretary
Membership No. : 21689



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

Item No. 2

The proposal for re-appointment of Cost Auditors for the Financial Year 2024-25 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. 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, 4 and 5

The Board of Directors of the Company at their Meeting held on 9th April, 2024 had appointed Mr. Sukhjeet Singh Malhotra as the Additional Director of the Company as per the provisions of Section 161 of the Companies Act, 2013. Mr. Sukhjeet Singh Malhotra a graduate in Commerce. Participated in various Management Appreciation Program, Executive Group Leadership Program from TMTC and Tetly U.K. He had training on Competing Through Manufacturing at IIM Ahmedabad and Management Development Program on Production Management with Strategic Perspective at National Institute of Industrial Engineering, Mumbai. With a career spanning over 37 years with Tata Tea, Tata Global Beverages and now Tata Consumer Products. As Head Operations was responsible for Non-Tea Procurement, Logistics and Manufacturing. Post Integration of the foods business of Tata Chemicals with TGBL and the formation of Tata Consumer Products was given the responsibility of heading the Product Supply Organization of TCPL India encompassing Planning, Non-Commodity Procurement, Manufacturing, Primary and secondary Logistics, H&S and Engineering.

The Company has received consent in writing from Mr. Sukhjeet Singh Malhotra 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 9th April, 2024 designated him as Whole-time-Director of the Company w.e.f. 9th April, 2024 and subsequently on 18th April, 2024 elevated him as Managing Director of the Company from 1st July, 2024 and to hold office upto 8th April, 2027.

The Terms and conditions of appointment of Mr. Sukhjeet Singh Malhotra acting as Whole-time-Director of the Company during the period 9th April, 2024 to 30th June, 2024 and subsequently as Managing Director of the Company w.e.f. 1st July, 2024 and to hold office upto 8th April, 2027 are as follows :

A. Period:

From 9th April, 2024 to 30th June, 2024 as Whole-time-Director of the Company and from 1st July, 2024 to 8th April, 2027 as Managing Director of the Company with the liberty to either party, to terminate the appointment with six months' notice in writing to the other side.

B. Remuneration :

Components of Pay	% of Basic	Monthly (INR)	Yearly (INR)
BASIC	100%	3,96,404	47,56,853
HRA @ 60% of basic	60.0%	2,37,843	28,54,112
Leave Travel Assistance (LTA) @ 8.33% of Basic (Annual)	8.3%	33,020	3,96,246
Provident Fund @ 12% of Basic (Retiral)	12.0%	47,569	5,70,822

Components of Pay	% of Basic	Monthly (INR)	Yearly (INR)
Gratuity @ 4.81% of Basic (Retiral)	4.8%	19,067	2,28,805
Superannuation Allowance@ 15% of Basic (Retiral)	15.0%	59,461	7,13,528
Special Allowance		5,08,104	60,97,249
Conveyance Allowance	15.0%	59,461	7,13,528
Total Basic + Allowances (A)		13,60,929	1,63,31,143
Total Fixed/Perquisite Components (B)			
Total Fixed Pay (C) = A+B		13,60,929	1,63,31,143
Target Performance bonus		3,34,202	40,10,427
Target LTIP		-	-
Target STI+LTIP Amount (D)		3,34,202	40,10,427
Total Target CTC = C+D		16,95,131	2,03,41,570

- 1) In addition to the above Mr. Sukjeet Singh Malhotra will also be entitled to hospitalization benefits for self and family as per Company rules.
- 2) Mr. Sukjeet Singh Malhotra shall also be entitled to company provided housing facility of 2,200 square feet. He shall be required to pay the monthly rent and deposit amount as per the lease agreement signed between him and Tata Consumer Product Limited.
- 3) Mr. Sukjeet Singh Malhotra will be entitled to Club Membership as per Company's HR Policy.
- 4) Mr. Sukjeet Singh Malhotra shall be entitled to 30 days privilege leave per annum with provision for accumulation of such leave as applicable to whole time directors of the Company.
- 5) Mr. Sukjeet Singh Malhotra shall be entitled to provident fund, superannuation and gratuity benefits applicable for Senior Management/ Whole Time Directors of the Company as per the rules of the company.
- 6) Mr. Sukjeet Singh Malhotra will be entitled to Personal Accident Insurance as applicable to Senior Management/ Whole Time Directors of the Company.
- 7) Mr. Sukjeet Singh Malhotra 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.
- 8) Nomination and Remuneration Committee (NRC) after reviewing the annual performance against set targets would recommend the quantum of Annual Performance Pay. On achieving the Target Performance Results, Mr. Sukjeet Singh Malhotra 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 twelve months Basic Pay.
- 9) Annual performance pay 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. Sukjeet Singh Malhotra has been employed for during that period. Annual Performance Pay shall be based on the achievement by Mr. Sukjeet Singh Malhotra, to the complete satisfaction of the Company, of targets set for Mr. Sukjeet Singh Malhotra by the Company from time to time and shall be based on the discretion of the Board. The payment of Annual performance pay in any year will not entitle Mr. Sukjeet Singh Malhotra to demand such payment as a matter of right in subsequent years. The actual payment of such Annual performance pay to Mr. Sukjeet Singh Malhotra is subject to the condition of (i) Mr. Sukjeet Singh Malhotra being continuously employed by the Company, and (ii) not having given or received notice, up to and including payment date.

Information in respect of Mr. Sukhjeet Singh Malhotra in terms of Secretarial Standard – 2 (SS-2) issued by the Institute of Company Secretaries of India is as follows –

Sl. No.	Items	Details
1	Name	Sukhjeet Singh Malhotra
2	DIN	10584677
3	Date of Birth / Age	24.01.1965 / 59 years
4	Qualification	Graduate



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Sl. No.	Items	Details
5	Nature of Expertise	Procurement, Logistics and Manufacturing
6	Brief Resume	A graduate in Commerce. Participated in various Management Appreciation Program, Executive Group Leadership Program from TMTTC and Tetly U.K. He had training on Competing Through Manufacturing at IIM Ahmedabad and Management Development Program on Production Management with Strategic Perspective at National Institute Of Industrial Engineering, Mumbai. With a career spanning over 37 years with Tata Tea, Tata Global Beverages and now Tata Consumer Products. As Head Operations was responsible for Non-Tea Procurement, Logistics and Manufacturing. Post Integration of the foods business of Tata Chemicals with TGBL and the formation of Tata Consumer Products was given the responsibility of heading the Product Supply Organization of TCPL India encompassing Planning, Non-Commodity Procurement, Manufacturing, Primary and secondary Logistics, H&S and Engineering.
7	First Appointment on the Board	9th April, 2024
8	Terms and Conditions of Appointment	Appointed for 3 (three) years.
9	Remuneration Details	Provided in the body of the resolution
10	No. of shares held in APPL directly or through beneficial ownership	Nil
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. Sukhjeet Singh Malhotra / their relatives is in any way concerned or interested, financially or otherwise in the Resolutions set out at item no. 3,4 & 5 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 3,4 and 5 of the Notice for approval by the shareholders.

By Order of the Board of Directors

Place : Kolkata
Date : 18th April, 2024

Chandra Sekhar Adhikary
Company Secretary
Membership No. : 21689