

ANNUAL REPORT 2014



ASSAM COMPANY INDIA LIMITED



Member
Duncan Macneill Group



Board of Directors

Mr. A. K. Jajodia, Managing Director
Mr. Amit Halder
Mr. Sanjay Khandelwal

Chief Financial Officer

Mr. Sanjay Sharma

Registered Office

Greenwood Tea Estate
P.O. Dibrugarh
Assam - 786 001

Head Office

Assam Tea House
52, Chowringhee Road, Kolkata-700 071
Phone : 91-33-2283-8306/09/12
E-mail : assamco@vsnl.com
Website : www.assamco.com

Auditors

De Chakraborty & Sen
Chartered Accountants
Kolkata

Solicitors

Khaitan & Co.

Registrars & Share Transfer Agents

C.B. Management Services Pvt. Ltd.
P-22, Bondel Road
Kolkata-700 019
Phone : 91-33-4011 6700/11/18/23
E-mail: rta@cbmsl.com
Website: www.cbmsl.com

Bankers

Allahabad Bank
Bank of Baroda
State Bank of Bikaner & Jaipur
State Bank of Hyderabad
Oriental Bank of Commerce
Central Bank of India
Indian Overseas Bank
Syndicate Bank
Union Bank of India

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Corporate Information

NOTICE

Notice is hereby given that the Thirty-Eighth Annual General Meeting of the Members of Assam Company India Limited will be held at 11:00 A. M., on Wednesday, 24th June, 2015, at Dibrugarh & District Planters' Club, Lahoal, P.O. Dibrugarh, Assam, to transact the following business:

Ordinary Business :

1. To receive, consider and adopt the Financial statement of the Company for the year ended 31st December, 2014, together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint directors in place of those retiring:

Mr Amit Halder, a director of the Company whose office is liable to retirement by rotation and retires at this meeting, is sought to be appointed at this meeting as an Independent Director pursuant to item no.4 as part of Special Business.

3. To appoint Auditors and to fix their remuneration, and for this purpose, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, in this regard, M/s. De Chakraborty & Sen, Chartered Accountants, Auditors of the Company, having Firm Registration No. 303029E, allotted by The Institute of Chartered Accountants of India (ICAI), be and are hereby appointed as the Statutory Auditors of the Company for the maximum number five consecutive years for which the said firm can be appointed and shall hold office from the conclusion of the thirty eighth Annual General Meeting until the conclusion of the forty third Annual General Meeting subject to ratification by members at every annual general meeting held in between at a remuneration to be fixed at the beginning of each financial year by the Board of Directors of the Company."

Special Business :

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

"RESOLVED THAT Mr. Amit Halder (holding DIN 05231811) an existing director of the Company whose office is liable to retirement by rotation and retires at this meeting, be and is hereby appointed as an Independent Director of the Company in terms of Section 149(6) of the Companies Act, 2013, whose period of office is not liable to retire by rotation under Section 149 (13) of the Companies Act, 2013, to hold office for a term up to 5 (five) consecutive years from the conclusion of the thirty eighth annual general meeting of the Company until the conclusion of its forty third annual general meeting."

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

"RESOLVED THAT Mr. Sanjay Khandelwal, (holding DIN 00193472) who was appointed as an Additional Director by the Board of Directors at its Meeting held on 5th February, 2015 and who holds office up to the date of this Annual General Meeting and in respect of whom a Notice under Section 160 of the Companies Act, 2013, has been received from a Member, signifying his intention to propose Mr. Sanjay Khandelwal as a candidate for the Office of an Independent Director in terms of Section 149(6) of the Companies Act, 2013, whose period of office is not liable to retire by rotation under Section 149(13) of the Act, be and is hereby appointed as an Independent Director of the Company in terms of Section 149(6) of the Act, to hold office for a term up to 5 (five) consecutive years from the conclusion of the thirty eighth annual general meeting of the Company until the conclusion of its forty third annual general meeting."

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

"RESOLVED THAT in accordance with the provisions of Sections 197 and 196 read with Schedule V and other applicable provisions of the Companies Act, 2013 and also subject to the approval of the Members, consent of the Company be and is hereby accorded to the re-appointment of Mr. Aditya Kumar Jajodia as the Managing Director of Company for a period of 3 (three) years with effect from 1st October, 2015 until 30th September, 2018, on the terms and conditions including Remuneration as set out in the Statement annexed to this Notice, with the liberty to the Board of Directors to alter and vary the terms and conditions including the Remuneration so as not to exceed the limits specified in Schedule V to the Act, including any statutory modification(s) or reenactment(s) thereof for the time being in force or any amendments and modifications that may hereafter be made and as may be agreed to between the Board of Directors and Mr. Aditya Kumar Jajodia.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the draft new regulations contained in the Articles of Association submitted before this meeting be and are hereby approved and adopted in replacement of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things which may be necessary to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted or any person(s) authorized by the Board) to give loans to any person or body corporate including subsidiary(ies) and/or give guarantee or providing securities in connection with a loan to any other body corporate or person and/or acquired by way of subscription, purchase or otherwise, the securities of any other body corporate including subscription up to an aggregate amount not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores only);

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investments, loans, guarantees or security (collectively “transactions”) including the timing, the amount and other terms and conditions of such transactions and also take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.”

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

“RESOLVED THAT in terms of Section 148 of the Companies Act, 2013, the remuneration payable to the Cost Auditors namely M/s. BCD & Associates, Cost Accountants for conducting Audit of Cost Accounting records maintained by the Company as applicable, for the year ending 31st March, 2016, as approved by the Board of Directors based on the recommendation of the Audit Committee, the details of which are given in the Statement in respect of this item of business be and is hereby ratified.”

Registered Office:

Greenwood Tea Estate
P. O. Dibrugarh, Assam 786 001

Dated: 27th February, 2015

By Order of the Board

Assam Company India Limited

A. K. Jajodia

Managing Director

NOTES.—

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. NO PHOTOCOPY/ SCANNED COPY OF A COMPLETED PROXY FORM WILL BE ACCEPTED.**
- Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
- Those Members, who have not so far encashed their Dividend Warrants from the year ended 31st December, 2007, onwards may immediately approach the Company for revalidation of such Dividend Warrants. Please note that pursuant to Section 124 of the Companies Act, 2013, the Company is obliged to transfer any money lying in the Unpaid Dividend Accounts, which remain unpaid or unclaimed for a



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period of seven years from the date of the transfer in such Unpaid Dividend Accounts to the credit of Investor Education and Protection Fund (the Fund) established by the Central Government. In accordance with Section 125 of the said Act, no claim shall lie against the Fund or the Company in respect of individual amounts of dividend remaining unclaimed and unpaid for a period of seven years from the dates they first became due for payment and no payment shall be made in respect of such claims.

4. As required under the provisions of Clause 49(VIII)(E)(1) of the Listing Agreements, particulars relating to Mr. Aditya Kumar Jajodia, Mr. Amit Halder and Mr. Sanjay Khandelwal, whose appointments are being proposed at the forthcoming Annual General Meeting, are enclosed in the Annexure to this Notice.
5. As per the provisions of Section 72 of the Companies Act, 2013, Members are requested to file Nomination Forms in respect of their shareholding. Any Member wishing to avail of this facility should submit to the Company the prescribed Statutory Form SH 13. For any assistance, Members should get in touch with the Company's Registrar and Share Transfer Agent (RTA).
6. Members are requested to notify immediately any change in their addresses to the Company's RTA.
7. A Member or his Proxy will be required to produce at the entrance to the Meeting Hall, the Attendance Slip sent herewith duly completed and signed. Neither photocopies nor torn/mutilated Attendance Slips will be accepted. However, Members who have received the Annual Report on E-mail can download and print the Attendance Slip themselves. These should be completed, signed and handed over at the entrance to the Meeting Hall. The validity of the Attendance Slip will, however, be subject to the Members continuing to hold Equity Shares as on the date of the Meeting.
8. Equity Shares of the Company fall under the category of compulsory demat trading by all Investors. Members are requested to consider dematerialisation of their shareholding so as to avoid inconvenience.
9. Securities and Exchange Board of India (SEBI) vide Circular No. MRD/DoP/Cir-05/2009 dated 20th May, 2009, has issued a Circular on PAN requirement for transfer of shares in physical form. For securities market transactions and off-market / private transactions involving transfer of shares in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/RTA for registration of such transfer of shares.
10. All documents referred to in the Notice and the Statement are open for inspection at the Registered Office of the Company on all working days between 10:00 a.m. to 12 noon upto the date of the forthcoming Annual General Meeting.
11. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
12. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
13. In case of joint holders attending the Meeting, only such joint holder, who is higher in the order of names, will be entitled to vote.
14. Members are requested to quote their registered Folio Number / DP ID, Client ID in all correspondence with the Company or its Registrars.
15. Members holding shares in physical form are requested to notify changes in their addresses, if any, quoting their Folio Numbers to the RTA of the Company.
16. Members holding shares under multiple folios are requested to submit their applications to RTA, for consolidation of folios into single folio.
17. The Register of Director's Shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
18. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Reports at the Meeting.
19. Members desiring any relevant information on the annual accounts of the Company are requested to write to the Company well in advance to ensure that such requests reach the Company at least 10 (ten) days before the Annual General Meeting, so as to enable the Company to keep the information ready.

20. The Register of Members and Share Transfer Books of the Company shall remain closed from 17th June, 2015 to 24th June, 2015, both days inclusive.

21. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members' facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a member receives an e-mail from NSDL (for members whose e-mail IDs are registered with the Company's Registrar and Share Transfer Agent):
 - (i) Open e-mail and open PDF file viz; "Assam Company India Limited e-Voting.pdf" with your Client ID or Folio Number as password. The said PDF file contains your user ID and password/ PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Assam Company India Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (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, to the Scrutinizer through e-mail to cssandip.sarkar@gmail.com or ssarkarandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice (for Members whose e-mail IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy) :
 - (i) Initial password is annexed along with the notice.
 - (ii) Please follow all steps from Sl. No (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- III. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- IV. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on 17th June, 2015(9:00 A. M.) and ends on 19th June, 2015 (6:00 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 15th May, 2015, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.



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- VI. 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. 15th May, 2015.
- VIA. Members acquiring shares after the cut-off date, i.e. 15 May 2015 but prior to closure of register of members and share transfer books of the Company on 17 June 2015 shall be eligible for physical voting at the meeting.
- VII. S. Sarkar & Associates, Company Secretaries, holding C. P. No. 9483 has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company by 22nd June, 2015
- IX. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.assamco.com and on the website of NSDL within two (2) days of passing of the resolutions and communicated to National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

Registered Office:

Greenwood Tea Estate
P. O. Dibrugarh, Assam 786 001

Dated: 27th February, 2015

By Order of the Board

Assam Company India Limited

A. K. Jajodia

Managing Director

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE SPECIAL BUSINESSES

Item No. 4

The Company had appointed Mr. Amit Halder to discharge the role and functions of Independent Directors in terms of Clause 49 of the Listing Agreement with the Stock Exchanges at the Annual General Meeting of the Company held on 29th September, 2012.

The Board at its meeting held on 27th February, 2015, has formed the opinion that Mr Amit Halder is a person of integrity, possesses requisite expertise and experience and fulfills the conditions specified in the Companies Act, 2013 for his appointment as an independent director of the Company. Mr Halder has also at the said Board meeting filed a declaration under Section 149(7) of the Act stating that he can function as Independent Director within the meaning of Section 149(6) of the Act.

Accordingly, in compliance with Sections 149, 150 and 152 read with Schedule IV of the Act, Mr. Amit Halder is proposed to be appointed Independent Director within the meaning of Section 149(6) for a term up to five consecutive years on the Board of the Company starting from the conclusion of the thirty eighth Annual General Meeting of the Company until the conclusion of its forty third Annual General Meeting.

A brief profile of Mr Halder is included as an Annexure to this Notice as per the requirements of Clause 49(VIII)(E)(1) of the Listing Agreements with the Stock Exchanges and in the Report on Corporate Governance.

The Company and Mr Halder shall abide by the provisions specified in Schedule IV of the Act, and the appointment shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein, The appointment once made at the meeting shall be formalized through a letter of appointment, which will set out:

- (a) the term of his appointment;
- (b) the expectation of the Board; the Board-level committee(s) in which he is expected to serve and its tasks;
- (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
- (d) provision for Directors and Officers (D and O) insurance, if any;
- (e) the Code of Business Ethics that the company expects its Directors and employees to follow;
- (f) the list of actions that a Director should not do while functioning as such in the company; and
- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

Formal letter of appointment shall be issued to Mr Halder upon confirmation of his appointment. The terms and conditions of the appointment shall be open for inspection at the registered office of the company by any member during normal business hours, and shall also be posted on the company's website. The Board accordingly, recommends the Resolution set out in item no. 4 of the Notice for approval of the Members.

None of the Directors other than Mr. Amit Halder, Managers or Key Managerial Personnel or any of the relatives of any of the Directors, Managers or Key Managerial Personnel of the Company is interested or deemed to be interested, financial or otherwise, in the proposed resolution and the proposed resolution does not relates to or affects any other company.

Item No. 5

Mr. Sanjay Khandelwal, was appointed on 5th February, 2015, as an Additional Director of the Company to hold office till the date of the ensuing Annual General Meeting.

The Company has received Notice under Section 160 of the Companies Act, 2013, from a Member signifying the candidature of Mr. Sanjay Khandelwal for the office of a Director of the Company.

The Board at its meeting held on 27th February, 2015, has formed the opinion that Mr Sanjay Khandelwal is a person of integrity, possesses requisite expertise and experience and fulfills the conditions specified in the Companies Act, 2013 for his appointment as an independent director of the Company. Mr Khandelwal has also at the said Board meeting filed a declaration under Section 149(7) of the Act stating that he can function as Independent Director within the meaning of Section 149(6) of the Act.

Accordingly, in compliance with Sections 149, 150 and 152 read with Schedule IV of the Act, Mr Sanjay Khandelwal is proposed to be appointed Independent Director within the meaning of Section 149(6) for a term up to five consecutive years on the Board of the Company starting from the conclusion of the thirty eighth Annual General Meeting of the Company until the conclusion of its forty third Annual General Meeting.

A brief profile of Mr Khandelwal is included as an Annexure to this Notice as per the requirements of Clause 49(VIII)(E)(1) of the Listing Agreements with the Stock Exchanges and in the Report on Corporate Governance.

The Company and Mr Khandelwal shall abide by the provisions specified in Schedule IV of the Act, and the appointment shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein, The appointment once made at the meeting shall be formalized through a letter of appointment, which will set out:

- (a) the term of his appointment;
- (b) the expectation of the Board; the Board-level committee(s) in which he is expected to serve and its tasks;
- (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
- (d) provision for Directors and Officers (D and O) insurance, if any;
- (e) the Code of Business Ethics that the company expects its Directors and employees to follow;
- (f) the list of actions that a Director should not do while functioning as such in the company; and
- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

Formal letter of appointment shall be issued to Mr Khandelwal upon confirmation of his appointment. The terms and conditions of the appointment shall be open for inspection at the registered office of the company by any member during normal business hours, and shall also be posted on the company's website. The Board, accordingly, recommends the Resolution set out in Item No. 5 of the Notice for approval of the Members.

None of the Directors other than Mr. Sanjay Khandelwal, Managers or Key Managerial Personnel or any of the relatives of any of the Directors, Managers or Key Managerial Personnel of the Company is interested or deemed to be interested, financial or otherwise, in the proposed resolution and the proposed resolution does not relates to or affects any other company.

Item No. 6

The tenure of Mr. Aditya Kumar Jajodia, as the Managing Director of the Company, will cease on 30th September, 2015. Based on the recommendations of the Nomination and Remuneration Committee, the Board, at its



Corporate Information

Meeting held on 27th February, 2015, proposed the re-appointment of Mr. Aditya Kumar Jajodia as the Managing Director for a further period of three years commencing from 1st October, 2015 to 30th September, 2018, on the terms and conditions set out in the disclosures made herein pursuant to Schedule V of the Companies Act 2013, subject to approval by the Members of the Company at this Annual General Meeting:

The Remuneration payable to Mr. Aditya Kumar Jajodia as contained in the draft Agreement to be signed between Mr. Aditya Kumar Jajodia and the Company is within the limits prescribed in Schedule V of the Companies Act, 2013 (the Act).

The payment of remuneration has been also approved by the Nomination and Remuneration Committee.

A brief profile of Mr. Aditya Kumar Jajodia is included as an Annexure to this Notice as per the requirements of Clause 49(VIII)(E)(1) of the Listing Agreements with the Stock Exchanges.

The relevant disclosures pursuant to Schedule V are provided below:

I. GENERAL INFORMATION :

1. Nature of Industry :

The Company is involved in the cultivation, manufacture and sale of tea, Oil and Gas Exploration and Infrastructure.

2. Date of commencement of commercial production :

Tea – Since 1845 and as Assam Company India Limited, since 1977;

Oil and Gas – Since April, 2006.

3. In case of new companies, the expected date of commencement of activities as per project approved by the Financial Institutions appearing in the prospectus – **Not Applicable.**

4. Financial Performance based on given indicators:

In the Financial Year 2014, total Income increased by 1.7% as compared with the Income of Financial Year 2013.

5. Foreign investments or collaborators, if any (31st December, 2014):

Foreign Investors hold 39.59% in the Equity Share Capital of the Company.

II. INFORMATION ABOUT THE APPOINTEE :

1. Background details :

Mr. A. K. Jajodia has over 30 years of experience in the area of Finance and Business Management. Mr. Jajodia is the Leader of the enterprise and also serves as a Member on a number of business forums like the Indian Tea Association. He has been actively involved in the development of Oil and Gas Division and has played an important role in the structuring of Oil and Gas Division to its present level of operation.

2. Past Remuneration : Rs.

2014	63,21,679
2013	62,63,420
2012	59,34,830

3. Job Profile and his suitability :

Mr. A. K. Jajodia, aged about 52 years, is the Managing Director of the Company. He is a graduate in Commerce. Mr. Jajodia has over two decades of experience in the areas of finance and Business Management. He has played an important role in the structuring and positioning of the Company's Oil and Gas Division to its present level of operation with his active involvement. He holds many executive positions including being on the Committee of Indian Tea Association and is also its Chairman of Finance & Infrastructure Sub-Committee.

4. Remuneration proposed:

Rs. 2,00,000/- per month and other allowable perquisites and allowances as applicable to the Managing Director of a Company, in consonance with Schedule V to the Companies Act, 2013.

5. Comparative remuneration profile with respect to industry, size of the company, profile of the position

and person (in case of expatriates the relevant details would be with respect to the country of his origin):

As the Company is engaged in Tea and also Oil and Gas business, there is no known Company with similar activity and hence comparison is not possible.

6. Pecuniary Relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any :

Mr. A. K. Jajodia is the son of Late Dr. K. K. Jajodia, who was the Non-Executive Chairman.

III. OTHER INFORMATION:

1. Reasons for loss or inadequate profits.
2. Steps taken or proposed to be taken for improvement.
3. Expected increase in productivity and profits in measurable term.

These have been dealt with in the Directors' Report and Report on Management Discussion and Analysis.

IV. DISCLOSURES

Requisite disclosures required to be mentioned under Schedule V have been included in the Report on Corporate Governance.

The Board recommends the Special Resolution for the approval by the Members.

The terms and conditions on which Mr. Aditya Kumar Jajodia is proposed to be reappointed as Managing Director are as under:

1. Term:
The term of Managing Director is for a period commencing from 1st October, 2015 to 30th September, 2018.
2. Salary:
Rs. 2,00,000/- (Rupees Two Lacs only) per month with such increments as may be decided by the Board from time to time.
3. Commission and Performance Bonus up to 50% of the Annual Salary.
4. Free fully furnished accommodation including furnishings, gas, electricity and water up to Rs. 17,00,000/- (Rupees Seventeen Lacs only) per annum.
5. Medical re-imbursement for self and family Rs. 6,00,000/- (Rupees Six Lacs only) per annum.
6. Club Fees along with membership of Credit Cards (for official purpose) upto Rs. 4,10,000/- (Rupees Four Lacs and Ten Thousands only) per annum.
7. Telephone and Car with driver – as actuals up to Rs. 4,50,000/- (Rupees Four Lacs Fifty Thousand only) per annum.
8. Leave Travel Allowance up to Rs. 15,00,000/- (Rupees Fifteen Lacs only) per annum.
9. Personal Accident cover of Rs. 1,00,00,000/- (Rupees One Crore Only) for self, Medical Insurance for self and family for sum insured of Rs. 25,00,000/- (Rupees Twenty Five Lacs only), India First Life Insurance up to Rs. 2,05,000/- (Rupees Two Lacs Five Thousands only) per annum and encashment of unavailed leave – as per Company Rules.
10. Contribution to Provident Fund 12% of Annual Salary, Gratuity Fund applicable as per Act and Pension Fund 15% of Annual Salary.

None of the Directors other than Mr. A. K. Jajodia, Managers or Key Managerial Personnel or any of the relatives of any of the Directors, Managers or Key Managerial Personnels are interested or deemed to be interested, financial or otherwise, in the proposed Resolution and the proposed Resolution does not relates to or affects any other company.

This may also be treated as an abstract of the terms of the contract or variation together with the Memorandum of Interest under Section 190 of the Companies Act, 2013.