



**ASSAM COMPANY INDIA LIMITED**

# **ANNUAL REPORT**

## **2016-17**



*Member*  
**Duncan Macneill Group**



## **Corporate Information**

### **Board of Directors**

Mr. A. K. Jajodia  
*Executive, Managing Director*

Mr. Amit Halder  
*Independent Director*

Mr. Sanjay Khandelwal  
*Independent Director*

### **Chief Financial Officer**

Mr. Sanjay Sharma

### **Company Secretary**

Ms. Sreya Mitra

### **Statutory Auditors**

De Chakraborty & Sen  
*Chartered Accountants*  
Kolkata

### **Registered Office**

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

### **Corporate Office**

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

### **Corporate Identity Number**

L01132AS1977PLC001685

### **Bankers**

Allahabad Bank  
Bank of Baroda  
State Bank of India (*Formerly State Bank of Bikaner & Jaipur and State Bank of Hyderabad*)  
Oriental Bank of Commerce  
Central Bank of India  
Indian Overseas Bank  
Syndicate Bank  
Union Bank of India

### **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

### **Solicitors**

Khaitan & Co.

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## ASSAM COMPANY INDIA LIMITED

### NOTICE

Notice is hereby given that the Fortieth Annual General Meeting of the Members of Assam Company India Limited will be held at 10:00 A.M., on Wednesday, 30<sup>th</sup> August, 2017, 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 Financial Year ended 31<sup>st</sup> March, 2017, together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. A. K. Jajodia, a Director of the Company, whose office is liable to retirement by rotation and retires at this Meeting and, being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and pursuant to the resolution passed by the Members at the Thirty Eighth Annual General Meeting (AGM) held on 24<sup>th</sup> June, 2015, in respect of appointment of the Auditors, M/s. De Chakraborty & Sen, Chartered Accountants (Registration No. 303029E) till the conclusion of the AGM to be held in the year 2020, the Company hereby ratifies and confirms the appointment of M/s. De Chakraborty & Sen, as Auditors of the Company and that the Board of Directors be and are hereby authorized to fix their remuneration as recommended by the Audit Committee for the Financial Year 2017-18.

#### Special Business :

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s BCD & Associates, Cost Accountants, appointed by the Board of Directors, on the recommendation of the Audit Committee, for the conduct of the audit of the cost records of the Company for the Financial Year 2017-18, at a remuneration of Rs. 1,75, 000/- (Rupees One Lakh and Seventy Five Thousand only), be and is hereby ratified and confirmed;

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

#### Head Office:

52, Chowringhee Road  
Kolkata – 700 071  
Ph : (033) – 2283 8306  
**Dated : 30<sup>th</sup> May, 2017**

**By Order of the Board**  
**Assam Company India Limited**  
Sreya Mitra  
Company Secretary



**NOTES —**

1. **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.**

2. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.

3. As per the provisions of Section 125 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules, 2016"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund (IEPF), a Fund constituted by the Government of India, under Section 125 of the Companies Act, 2013.

Further, in accordance with the provisions of Section 124(6) of the Companies Act, 2013 and IEPF Rules, 2016, shares on which dividend has not been paid or claimed for seven consecutive years or more, are liable to be transferred to IEPF Suspense Account.

Members who have not claimed dividend for previous year(s) are requested to claim the same by approaching the Company or the Registrar and Share Transfer Agent (RTA) of the Company.

4. 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 RTA.
5. Members are requested to notify immediately any change in their addresses to the Company's RTA.
6. 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.
7. 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.
8. Securities and Exchange Board of India (SEBI) vide Circular No. MRD/DoP/Cir-05/2009, dated 20<sup>th</sup> 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.
9. 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.
10. 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.
11. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
12. 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.



13. Members are requested to quote their registered Folio Number / DP ID, Client ID in all correspondence with the Company or its Registrars.
14. 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.
15. Members holding shares under multiple folios are requested to submit their applications to RTA, for consolidation of folios into single folio.
16. 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.
17. 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.
18. 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.
19. The Register of Members and Share Transfer Books of the Company shall remain closed from 24<sup>th</sup> August, 2017, to 30<sup>th</sup> August, 2017, both days inclusive.

**20. 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 providing 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 a temporary 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](mailto:cssandip.sarkar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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) Temporary password is annexed along with the Notice.
  - (ii) Please follow all steps from Sl. No. 20 I A (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any 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](http://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 27<sup>th</sup> August, 2017 (9:00 A.M.) and ends on 29<sup>th</sup> August, 2017 (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) 23<sup>rd</sup> August, 2017, 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.
- 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 23<sup>rd</sup> August, 2017.
- VIA. Those who become Members of the Company after despatch of the Notice but on or before 23<sup>rd</sup> August, 2017 (cut-off date) may write to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [acil@assamco.com](mailto:acil@assamco.com) requesting for user ID and password.
- VII. Sandip Sarkar, Company Secretary, holding C. P. No. 9483 has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- VIII. **General Information**
  - a. There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
  - b. The Results of voting will be declared within 3 days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, alongwith the Scrutinizer's Report, will be available forthwith on the Company's Corporate Website [www.assamco.com](http://www.assamco.com) and also be forwarded to the National Stock Exchange of India Limited and BSE Limited.



### STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE SPECIAL BUSINESS.

#### **Item No. 4**

In terms of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 ('the Rule'), your Board of Directors at its adjourned Meeting held on 30<sup>th</sup> May, 2017, has appointed M/s BCD & Associates, Cost Accountants, as the Cost Auditors of the Company for the Financial Year 2017-18, at a remuneration of Rs. 1,75,000/- (Rupees One Lakh and Seventy Five Thousand only) per annum.

The appointment and the remuneration of the Cost Auditor is required to be ratified subsequently as per the provisions of the Companies Act, 2013.

The Resolution set out in Item No. 4 of the convening Notice is to be considered accordingly and the Board recommends the same.

None of the Directors or Key Managerial Personnel and their relatives is concerned or interested, financial or otherwise, in the above Resolution.

#### **Head Office:**

52, Chowringhee Road,  
Kolkata – 700 071

Ph : (033) 2283 8306

**Dated: 30<sup>th</sup> May, 2017**

**By Order of the Board  
Assam Company India Limited**

Sreya Mitra  
Company Secretary

**Annexure to Annual General Meeting Notice**
**Information on Director seeking re – appointment at the ensuing Annual General Meeting (Pursuant to Regulation 36 of the Listing Regulation).**

Name of Director	Date of Birth	Date of Appointment	Expertise in specific functional areas	Qualifications	Directorship in other Public Companies	Membership of Committees of other Public Limited Companies (include only Audit Committee and Shareholders' Investors' Grievance Committee)	Other Information	Remarks
A. K. Jajodia	01.02.1963	01.10.1992	Business Management	B.Com	Aditya Estates Pvt. Ltd. North East Hydrocarbon Ltd. Chandra Estates Pvt. Ltd. Gujarat Hydrocarbons and Power SEZ Ltd. Dune Leasing & Finance Ltd.	NIL	Promoter Director  No. of Shares held : 1152170	Retires by rotation at the Annual General Meeting



## DIRECTORS' REPORT

**Dear Members,**

Your Directors present the Fortieth Annual Report together with the Audited Statement of Accounts for the Financial Year ended 31<sup>st</sup> March, 2017.

The Financial Results are set out below :

### Financial Performance

The summarized Standalone and Consolidated results of your Company and its Subsidiaries are given in the table below:

Particulars	Financial Year ended (Rs.)			
	Standalone		Consolidated	
	31/03/2017	31/03/2016	31/03/2017	31/03/2016
<b>Income</b>	<b>2,164,774,677</b>	<b>3,030,069,242</b>	<b>2,163,222,135</b>	<b>3,030,612,088</b>
<b>Profit / (loss) before Interest, Depreciation, Exceptional Items &amp; Tax</b>	<b>(187,298,877)</b>	<b>142,144,827</b>	<b>(189,025,558)</b>	<b>141,442,032</b>
Interest and Finance Charges	346,254,566	580,580,127	373,277,471	633,808,479
Depreciation	132,588,738	94,634,278	132,591,104	94,702,541
<b>Profit / (loss) before Extraordinary Items &amp; Tax</b>	<b>(666,142,181)</b>	<b>(533,069,578)</b>	<b>(694,894,133)</b>	<b>(587,068,988)</b>
Extraordinary Item	0	0	0	17,843,992
<b>Profit / (loss) before Tax</b>	<b>(666,142,181)</b>	<b>(533,069,578)</b>	<b>(694,894,133)</b>	<b>(604,912,980)</b>
Provision for Income Tax (including for earlier years)	(41,734,637)	0	41,736,689	0
<b>Profit / (Loss) after Tax before Minority Interest</b>	<b>(707,876,818)</b>	<b>(533,069,578)</b>	<b>(736,630,822)</b>	<b>(604,912,980)</b>
Minority Interest	0	0	(160,849)	(113,164)
<b>Profit / Loss for the year</b>	<b>(707,876,818)</b>	<b>(533,069,578)</b>	<b>(736,469,973)</b>	<b>(604,799,816)</b>
Balance brought forward from previous year	473,429,698	1,032,032,727	(798,194,437)	(146,600,060)
Adjustment to balance brought forward on inclusion of AONGCL / AONGL	0	0	0	(21,261,110)
Adjustment for depreciation	0	(25,533,451)	0	(25,533,451)
<b>Available for Appropriation</b>	<b>(234,447,120)</b>	<b>473,429,698</b>	<b>(1,534,664,410)</b>	<b>(798,194,437)</b>
<b>Balance carried forward</b>	<b>(234,447,120)</b>	<b>473,429,698</b>	<b>(1,534,664,410)</b>	<b>(798,194,437)</b>

### Extract of Annual Return

As per the provisions of Section 92(3) of the Companies Act, 2013 ('the Act') read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in Form MGT-9, is given in **Annexure 1**, forming part of this Report.

### Details of Board meetings

During the year, 5 meetings of the Board of Directors were held, which includes a Meeting of the Independent Directors as required under the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), and the Secretarial Standard I. The details of the meetings are furnished in the Corporate Governance Report.

### Directors' Responsibility Statement

In accordance with the provisions of Section 134(3) (c) of the Companies Act, 2013, ("the Act") and, based upon the representations from the Management, the Board states that :

- in the preparation of the Annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;