



ASSAM COMPANY INDIA LIMITED

ANNUAL REPORT

2018 - 19

Member BRS Ventures Group

Corporate Information

Board of Directors

Dr. Bavaguthu Raghuram Shetty
Chairman

Mr. Binay Raghuram Shetty
Whole Time Director

Dr. (Mrs.) Chandrakumari Raghuram Shetty
Director

Mr. Prajit Vasudevan Maroli
Independent Director

Mr. Sanjay Jain
Independent Director

Chief Financial Officer
Mr. Sanjay Sharma

Company Secretary
Ms. Beas Moitra

Statutory Auditors

Saraf & Chandra LLP
Chartered Accountants
Kolkata

Registered Office

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

Corporate Office

Nilhat House,
9th Floor,
11, R. N. Mukherjee Road,
Kolkata – 700 001
E – mail : acil@assamco.com
Website : www.assamco.com

Corporate Identity Number

L01132AS1977PLC001685

Bankers

Bank of Baroda
Allahabad Bank

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

Gaggar & Co. LLP

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NOTICE

Notice is hereby given that the Forty Second Annual General Meeting of the Members of Assam Company India Limited will be held at 11:00 a.m., on Saturday, 21st September, 2019, at Dibrugarh & District Planters' Club, Lahoal, P.O. Dibrugarh, Assam, to transact the following business:

Ordinary Business :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Dr. (Mrs.)C. R. Shetty, a Director of the Company, whose office is liable to retirement by rotation and retires at this Meeting and, being eligible, offers herself for re-appointment.

Special Business:

3. Appointment of Mr. Binay Raghuram Shetty, (holding DIN: 01033122) as Whole-time Director of the Company:

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

“RESOLVED THAT in accordance with the provisions of Section 203 read with Sections 196, 197 and Schedule V and other applicable provision of the Companies Act, 2013 and also subject to the approval of the Members in the forthcoming General Meeting and the Central Government, the consent of the Directors be and is hereby accorded for the appointment of Mr. Binay Raghuram Shetty as Whole Time Director of the Company for the period of five years with effect from 12th February, 2019 on the terms and conditions as may be agreed to, between the Board of Directors and Mr. Binay Raghuram Shetty with no remuneration and his office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT any one Director, Company Secretary or Chief Financial Officer of the Company be and are hereby authorized to do all such acts, deeds and things as may be required to give effect to above resolution including filing requisite returns with the Ministry of Corporate Affairs.”

4. Approval for continuation of Directorship of Dr. Bavaguthu Raghuram Shetty, Non-Executive Director who has attained the age of Seventy Five years.

To consider and if thought fit to pass the following Resolution as an **Special Resolution**:

“RESOLVED THAT in accordance with the provision of Regulation 17(1)(A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions, if any, of the Companies Act, 2013 the consent of the Members be and is hereby accorded to continue the Directorship Director Dr. Bavaguthu Raghuram Shetty, who has attained the age of Seventy Five years, as long as he continues in the office of Director of the Company on the existing terms and conditions, subject to the provisions and relevant rules of the Companies Act 2013, and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or of any other appropriate authorities, as may be applicable, and as amended from time to time;

RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution.”

5. 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, Messrs Debabrota Banerjee & Associates, Cost Accountants appointed by the Board of Directors, on the recommendation of the Audit Committee, for the conduct of audit of cost records of the Company for the financial year 2018-19 and 2019-20, at a remuneration of Rs. 85,000/- (Rupees Eighty Five Thousand only) plus out of pocket expenses, 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.”

Corporate Office:

Nilhat House, 9th Floor,
11, R.N. Mukherjee Road
Kolkata – 700 001

Dated : 14th August, 2019

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

**Beas Moitra
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.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. If a person holding more than 10% of the total share capital of the Company is proposed to be appointed as a proxy for a member, such person shall not act as proxy for any other person or shareholder.

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 R & T Agents 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 Registrar and Share Transfer Agent (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 through 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 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.

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 14th September to 21st September, 2019, 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 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) 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 vijaykt@vjkt.in 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 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.
- 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 18th September, 2019, (9:00 A.M.) and ends on 20th September, 2019 (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) 14th September, 2019, 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 14th September, 2019.
- VIA. Those who become Members of the Company after dispatch of the Notice but on or before 14th September, 2019 (cut-off date) may write to NSDL at evoting@nsdl.co.in or to the Company at acil@assamco.com requesting for user ID and password.
- VII. Mr. Vijayakrishna KT, Company Secretary, holding C. P. No. 980 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 48 hours 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 and also be forwarded to the National Stock Exchange of India Limited and BSE Limited.

Corporate Office:

Nilhat House, 9th Floor,
11, R.N. Mukherjee Road
Kolkata – 700 001

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

Dated : 14th August, 2019

**Beas Moitra
Company Secretary**

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

Pursuant to the Order passed by the Hon'ble National Company Law Tribunal, (NCLT) Guwahati Bench, dated 20th September, 2018, approving the Resolution Plan, submitted by the successful Resolution Applicant, Abu Dhabi-based "**BRS Ventures Investment Ltd.**", the newly constituted Board of Directors of the Company comprises of the following Directors:

- | | |
|--------------------------------|------------------------|
| 1) DR. B. R. SHETTY | - CHAIRMAN |
| 2) DR. (MRS.) C. R. SHETTY | - DIRECTOR |
| 3) MR. BINAY RAGHURAM SHETTY | - DIRECTOR |
| 4) MR. PRAJIT VASUDEVAN MAROLI | - INDEPENDENT DIRECTOR |
| 5) MR. SANJAY JAIN | - INDEPENDENT DIRECTOR |

Item No. 3

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 12th February, 2019 appointed Mr. Binay Raghuram Shetty (holding DIN : 01033122) as Whole Time Director of the Company with no remuneration and subject to the approvals of the members in the Annual General Meeting and the Central Government, Mr. Shetty being a Non Resident Indian.

Mr. Binay Raghuram Shetty is a Graduate from Boston University, Massachusetts, USA, with specialization in Finance and Entrepreneurship. Also, he has over 14 years of experience with focus on Strategic Planning and Corporate Governance of global Operations of Group companies based out of UAE and having operations in different countries. At present, he is Vice Chairman and CEO of BRS Ventures Investment Limited. Prior to his current responsibility, he held the position of Chief Operating Officer (COO) at NMC, a large chain of Medical Hospitals in the UAE. He also serves as the Director of UAE Exchange & Travelex. He is also a Director of Alexandria NMC in Egypt.

None of the Directors *other than Mr. Binay Raghuram Shetty himself, Dr. Bavaguthu Raghuram Shetty and Dr. (Mrs.) Chandrakumari Raghuram Shetty*, or any 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 relate to or affects any other company.

Item No. 4

Dr. Bavaguthu Raghuram Shetty (holding DIN : 00026740) was appointed as a Non – Executive Director and Chairman of the Company at the 41st Annual General Meeting held on 27th December, 2018. Pursuant to the amendment in Regulation 17 of SEBI ("Listing Regulations, 2015"), he shall continue his office as a Non – Executive Director, subject to the approval of the members in the Annual General Meeting.

Dr. Bavaguthu Raghuram Shetty, received his Doctorate from Georgia State University, Atlanta, USA.

He is the Chairman and founder of UAE Exchange India (a leading global money transfer and foreign exchange provider), Managing Director and CEO of UAE Exchange Centre LLC, UAE and also the Founding Partner and Chief Executive Officer of NMC Healthcare, Abu Dhabi. As a trained pharmacist, he opened his first pharmacy in 1975. He is also the founder and patron of the Indian Pharmaceutical Association in the UAE and a member of the International Advisory Board of Boston University, USA.

His other business activities include UAE Exchange, Abu Dhabi and has investments in hospitality, food and beverage, pharmaceutical manufacturing and real estate.

Considering his wide experience and leadership qualities, it is felt important in the interest of the Company to continue his directorship.

None of the Directors *other than Dr. Bavaguthu Raghuram Shetty himself, Dr. (Mrs.) Chandrakumari Raghuram*

Shetty and Mr. Binay Raghuram Shetty being 'Relatives' of Dr. Bavaguthu Raghuram Shetty, Managers or Key Managerial Personnel or any of the relatives of any of the Directors, or any 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 relate to or affects any other company.

Item No. 5

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 Meeting held on 14th August, 2019, has appointed Messrs Debobrota Banerjee & Associates, Cost Accountants, as the Cost Auditors of the Company for the Financial Year 2018-19 and 2019-20, at a remuneration of Rs. 85,000/- (Rupees Eighty Five Thousand only) plus out of pocket expenses per annum.

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

The Resolution set out in Item No.5 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.

Corporate Office:

Nilhat House, 9th Floor,
11, R.N. Mukherjee Road
Kolkata – 700 001

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

Dated : 14th August, 2019

**Beas Moitra
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
Dr. (Mrs.) Chandrakumari RaghuramShetty	02-06-1949	09.10.2018	Dr. (Mrs.) Shetty is an active medical practitioner since 1977 and has over 33 years of experience in the health care sector.	Doctor	BRS Lifesciences Private Limited B.R.Motors Private Limited Neotel Hotels & Resorts Private Limited BRS Medicity Healthcare and Research Private Limited Dr.Shetty's New Medical Centre Private Limited UAE Exchange and Finance Limited Unimoni Financial Services Limited The Trivandrum Specialists Hospital Private Limited Voxdoc BPO Private Limited Kalinga Hospital Limited Sevenhills Healthcare Private Limited	NIL	Promoter Director	-