

# ASSAMBROOK

## BOARD OF DIRECTORS

SIDDHARTH RAMPURIA  
*Managing Director*

SURENDRA RAMPURIA  
SUBHRENDU GANGOPADHYAY  
M. K. GUHA  
M. NOWLAKHA  
*Directors*

J. C. Nag  
*Company Secretary*

**AUDITORS**  
TIWARI & CO.

**BANKERS**  
BANK OF INDIA  
ALLAHABAD BANK  
UNION BANK OF INDIA  
THE CATHOLIC SYRIAN BANK LIMITED

## ASSAMBROOK LIMITED

*Regd. Office :*  
Tinkharia Tea Estate  
PO : Dhekiajuli  
Dist : sonitpur  
Assam  
Pin : 784110  
India

*Head Office :*  
1 Shakespeare Sarani  
Kolkata - 700 071  
India  
Telephone  
(91) (33) 2282 7615

*Telefax*  
(91) (33) 2282 2750

*E-mail*  
ablc@viascl01.vsnl.net.in

**REPORT AND ACCOUNTS**  
YEAR ENDED 31 MARCH 2010

## NOTICE

Notice is hereby given that the 61st Annual General Meeting of the Company will be held at “Borsola Gymkhana Club”, Tinkharia Tea Estate, P.O. Dhekiajuli Dist. Sonitpur (Assam) on Thursday, 30 September, 2010 at 10.00 a.m. to transact the following business: -

### Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31 March, 2010 and the audited Profit and Loss Account for the year ended on that date together with the Report of Auditors and Directors thereon.
2. To appoint a Director in place of Shri Surendra Rampuria who retires by rotation and being eligible offer himself for reappointment.
3. To appoint Auditors and to fix their remuneration.

Registered Office:  
Tinkharia Tea Estate,  
P.O. Dhekiajuli 784 110  
Dist. Sonitpur (Assam)  
Dated :2 September, 2010

By Order of the Board

J.C. Nag  
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 and a proxy need not be a member of the Company. Proxies, in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting.**

2. The Shareholders of the Company are informed that pursuant to the Companies (Amendment) Act, 1999 the amount of dividend which remains unclaimed for a period of 7 years would be transferred to the Investor Education and Protection Fund constituted by the Central Government and the shareholders would not be able to claim any amount of the dividend so transferred to the Fund. All unclaimed/unpaid dividends declared for and upto the financial year ended 31st March, 2001 has been transferred to the said Fund.

3. The Register of Members and Share Transfer Book of the Company will remain closed from period 24 September 2010 to 30 September, 2010 (both days inclusive) for the purpose of Annual General Meeting.

4. In terms of the SEBI's Circular dated December 27, 2002, all jobs related to share registry in terms of both physical and electronic are being maintained by Maheshwari Datamatics Private Limited, 6 Mangoe Lane, Kolkata - 700 001.

5. The relevant details in respect of item no.2 pursuant to clause 49 of the Listing agreement with the Stock exchanges are annexed hereto.

**Explanatory statement pursuant to section 173(2) of the Companies Act 1956.**

**ITEM NO.2:**

Shri Surendra Rampuria, Director of the Company, retires by rotation and being eligible offers himself for reappointment.

**Brief resume and nature of expertise:**

Shri Surendra Rampuria is aged 67 years and has more than 40 years experience in business. He has been the Managing Director of the Company for several years and has been associated with the Tea Industry for about 30 years. His vast knowledge and experience have been of great assistance to the Company and his active participation at the meeting of the Board have been very useful and effective.

Shri Surendra Rampuria holds 77375 shares of the Company.

No Directors of the Company except Shri Surendra Rampuria and Shri Siddharth Rampuria are concerned or interested in the resolution.

## ASSAMBROOK LIMITED

### DIRECTORS' REPORT

Your Directors have pleasure in presenting the Annual Reports together with the Audited Accounts for the year ended March 31, 2010

#### 1. FINANCIAL RESULTS:

(Rs. in lacs)

	For the year ended 31March,2010	for the year ended 31March,2009
Profit/(Loss) before Depreciation & Taxation	220.72	292.90
Depreciation	108.20	98.62
Profit/(Loss) before Taxation	112.52	194.28
Provision for taxation Fringe Benefit Tax	-	1.00
Profit/(Loss) after taxation	112.52	193.28
Deduct/Add : Balance brought forward from Profit & Loss Account	(1139.23)	(1332.51)
Balance carried forward	(1026.71)	(1139.23)

#### 2. DIVIDEND :

In view of the carry forward losses, no dividend is being recommended by the Board.

#### 3. OPERATIONS :

Turnover of your Company was Rs. 3444.27 lacs for the current year as against Rs. 2871.64 lacs in the previous year and similarly crop during the year inclusive of brought leaf during the year was 30.07 lacs kg. as against 26.86 Lacs kg of the previous year. This was due to better irrigation facilities, improved overall supervision and the adoption of good cultivation practices.

Your Company's performance during the year was quite satisfactory. The Company's average realization for its produce for the year 2009-10 was Rs.120.34/kg. against Rs.109.14/kg. for the year 2008-09.

The Company continued to with the upgradation and modernization of its manufacturing facilities. The Company's policy of uprooting and replanting to replace ageing bushes on the field is an ongoing development activity and should benefit all stakeholders.

As reported in earlier year the Company is taking requisite steps for transfer of the Tea Estates and it is hoped that transfer formalities will be completed within the financial year 2010-11.

The Board of Directors are seriously exploring various new business opportunities and would keep the shareholders abreast with the plans on crystallization.

#### 4. AUDITORS' REPORT:

The Auditor's observation have been dealt with in the notes to the Accounts which are self explanatory and do not require further clarification.

#### 5 AUDITORS :

M/s Tiwari & Co., Chartered Accountants, Auditors retire at the forthcoming Annual General Meeting and being eligible offer themselves for reappointment.

#### 6. DIRECTORS :

Shri Surendra Rampuria retires by rotation at the forth coming Annual General Meeting and being eligible, offer himself for reappointment.

#### 7. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217(2A) of the Companies Act, 1956 ("the Act") your Directors state and confirm the following :

- (i) That in preparation of the Company's Annual Accounts for the year ended 31 March, 2010 the applicable accounting standards have been followed and proper explanations have been provided for material departures, where applicable.
- (ii) That such accounting policies were selected and applied consistently and the judgments and estimates were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31 March, 2010 and of the profit of the Company for that financial year.
- (iii) That proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularity, were taken.
- (iv) That the annual accounts were prepared on the basis of a going concern.

#### 8. FIXED DEPOSITS :

As reported in last year the Company has already repaid fixed deposit as per direction of the Company Law Board. The payment of post maturity interest on fixed deposits have been made during the financial year in accordance with the order of the Hon'ble Company Law Board, Eastern Region Bench, Kolkata.

The Company has decided not to accept any fresh deposit.

#### 9. CORPORATE GOVERNANCE :

Pursuant to Clause 49 of the Listing Agreement with Stock Exchanges a separate report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed to this report.

#### 10. FINANCIAL MATTERS:

In terms of the settlement arrived at with The Catholic Syrian Bank Ltd. the Company has issued 110000 6% Non Cumulative Redeemable Preference Shares of Rs.100/- each fully paid up aggregating Rs.110 lacs against part conversion of loan.

The Company has also issued 425000 6% non-cumulative redeemable preference shares of Rs.100/- each fully paid up aggregating Rs.425 lacs to Allahabad Bank and redeemed 147000 7.5% Non Cumulative Redeemable Preference Shares of Rs.100/- each from the proceeds of this issue as per terms of the OTS.

Your Directors are pleased to inform that negotiated settlement with all the secured lenders have been finalised save and except one Bank.

#### 11.PARTICULARS AS PER SECTION 217 OF THE COMPANIES ACT, 1956:

Information as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not applicable.

The particulars required in terms of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are given in the annexed Statement.

#### 12.APPRECIATION :

Your Directors record their appreciation for the co-operation extended by all the employees. Your Directors also thank the Banks and Financial Institutions for their support. Your Directors also gratefully acknowledge your continued support as Shareholders.

By Order of the Board

**SIDDHARTH RAMPURIA**  
**(MANAGING DIRECTOR)**

Head Office:  
1, Shakespeare Sarani,  
Kolkata 700 071  
Dated: 2 September 2010

**SURENDRA RAMPURIA**  
**(DIRECTOR)**

## ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217(1)(e) read with the Companies (Disclosure of particulars in the report of Board of Directors' Rules, 1988) and forming part of the Directors' Report for the year ended March, 2010.

Particulars with respect to Conservation of Energy :

1. Energy conservation : measures taken      Replacement of old and outdated equipments, wherever required with energy efficient giving higher output with less energy consumption.
2. Additional Investment: and Proposals if any, being implemented for being reduction of consumption of energy      Installation of energy saving equipment and modernisation of Factories at the Estate is being done in a phased manner.
3. Impact of measures at (1) : & (2) above for reduction of energy consumption and consequent impact on the cost of production of goods.      Improvement of energy utilisation resulting in economy in cost.

### 'FORM A'

For the year ended 31 March,2010 -----	For the year ended 31 March,2009 -----
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#### A) POWER AND FUEL CONSUMPTION

##### 1) Electricity

###### a. Purchased

Unit(KWH)	2478217	1861632
Total Amount(Rs.in lacs)	146.85	105.35
Rate/Unit(Rs.)	5.93	5.66

###### b. Own Generation

Through Diesel Generator :

Units(in KWH)	348470	263525
Unit per Ltr.of Diesel	2.11	2.11
Cost/Unit (Rs.)	17.80	16.70

##### 2) Coal (KHASHI/LEDO-ROM/LECO)

Qty.(MT)	3647.79	3108.00
Total Cost(Rs.in lacs)	140.67	111.00
Average Rate (Rs.)	3856.30	3571.00

##### 3) Furnance Oil

Qty.(K.Ltrs.)	-	59.18
Total Cost (Rs. In lacs)	-	21.75
Average Rate (Rs.)	-	36750.00

#### 4) CONSUMPTION PER UNIT OF PRODUCTION

Production (Tea)(Gros in lac kgs.)	30.07	27.07
Electricity(KWH/Kg.)	0.93	0.79
HSD/F. Oil(Ltr./Kg.)	0.03	0.02
Coal(Kg/Kg.)	1.22	1.14

#### FORM –‘B’

##### TECHNOLOGY ABSORPTION :

##### 1. Research & Development(R&D)

(a) Specific areas in which R&D is carried out by the Company

(b) Benefits derived as a result of the above R&D

(c) Future plan of action

(d) Expenditure on R&D

- i. Capital
- ii. Recurring
- iii. Total
- iv. Total R&D Expenditure as a Percentage of total turnover

No separate R&D is carried out by the Company.

##### 2. Technology absorption, adaptation and innovation

a) Efforts in brief made towards Technology Absorption, adaptation and innovation.

In house discussions with experts and training programme was held for innovative idea of production and to update the staff.

b) Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution etc.

There has been an overall improvement in productivity and economy in cost was achieved

c) In case of imported technology (imported during the last 5 years reckoned from the beginning of the Financial Year), following information may be furnished

Not Applicable

- (a) Technology imported
- (b) Year of import
- (c) Has technology been fully absorbed?
- (d) If not fully absorbed areas where this has not taken place, reasons therefore, and future plans of action.



(3) Foreign Exchange earnings and outgo :

(a)	Activities relating to export initiatives taken to increase exports	Not Applicable	
(b)	Development of new export markets for products and services and export plan.	Not Applicable	
(c)	Total foreign exchange :		
	Used	NIL	NIL
	Earned (gross)	NIL	NIL

## ASSAMBROOK LIMITED

### REPORT ON CORPORATE GOVERNANCE

#### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement, norms and disclosures that have to be made on the Corporate Governance front are set out. In this report, we confirm your Company's compliance with the corporate governance criteria as required under Clause 49.

The basic objective of corporate governance adopted by your Board is to ensure accountability and transparency in the functioning of the management, with emphasis on integrity and regularity in the day to day functioning of your Company. Your Company espouses the cause of longterm success in all area of its business and commits itself to achieve this by outstanding productivity, quality and performance. It continues to evolve learn, adapt for the common good of its stakeholders.

It is believed by your Board that corporate governance must balance individual interests with corporate goals and operate within accepted norms of propriety, equity, fair play and a sense of justice.

#### 2. BOARD OF DIRECTORS

- A) The Board comprises of five Directors of which three are Non Executive Independent Directors. More than half of the Board consists of Non Executive Independent Directors.

Brief resume of the Directors proposed to be reappointed are given to the Annexure to the Notice and are forming part of the Annual Report.

Shri Siddharth Rampuria - Managing Director of the Company is Chief Executive Officer (CEO) and Shri P.M. Sethia - Senior Manager-Corporate Services has been concurrently designated as Chief Financial Officer (CFO) of the Company.

- B) Details of attendance of Directors at Board Meetings and at the last Annual General Meeting with particulars of their other Directorships and Chairman/Membership of Board Committees.

:

During the year 2009-10, 6 Board Meetings were held on 21 May, 2009, 21 August, 2009, 1 October, 2009, 19 November, 2009, 29 January, 2010 and 25 February, 2010.

The attendance and no. of other Directorship/Committee Membership of each Director (excluding Assambrook Ltd., Private Ltd. Companies and Foreign Companies) is given below :

Name of Directors	Category of Directorship(s)	Attendance at Board Meetings	Attendance at Annual General Meeting (15.12.2009)	No. of other Directorship held	No. of Board Committee of which Member/Chairman
Shri Surendra Rampuria	Director	6	Yes	NIL	NIL
Shri Siddharth Rampuria	Managing Director	6	Yes	NIL	NIL
Shri S Gangopadhyay	Director	4	Yes	NIL	NIL
Shri Mrinal Kanti Guha	Director	6	Yes	NIL	NIL
Shri Madhukar Nowlakha	Director	6	Yes	NIL	NIL