

NOTICE

Notice is hereby given that the 64th Annual General Meeting of the company will be held at “Borsola Gymkhana Club”, Tinkharia Tea Estate, P.O Dhekiajuli, Dist. Sonitpur (Assam) on 27 September, 2013 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, 2013 and the audited Profit & 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 Mrinal Kanti Guha 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 : 30 May, 2013

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 up to the financial year ended 31 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 21 September 2013 to 27 September, 2013 (both days inclusive) for the purpose of Annual General Meeting.
4. In terms of the SEBI's Circular dated 27 December, 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. As per clause 49 of the Listing Agreement with the Stock Exchanges, the brief resume, functional expertise of the Directors proposed for reappointment or appointment are annexed hereto and forms part of this Notice.

Annexure to the Notice :-

Information pursuant to clause 49 of the Listing Agreement

Shri Mrinal Kanti Guha, Director of the company, retires by rotation and being eligible offers himself for reappointment.

Brief resume and nature of expertise :

Shri Mrinal Kanti Guha is 75 years age and is a Graduate, has long associated with different Industries. His vast knowledge and experience in personnel and Human Resources Development have been of great assistance to the Company and his active participation at the meeting of the Board have been very useful and effective.

Apart from Assambrook Ltd. Shri Mrinal Kanti Guha holds directorship of the following Company :

Name of the Company	Designation
ABL International Ltd.	Director
Balticuri Co-Operative Bank Ltd.	Director

Shri Mrinal Kanti Guha does not hold any shares in the Company.

No Directors of the Company except Shri Mrinal Kanti Guha is 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, 2013

1. FINANCIAL RESULTS:

(Rs.in lacs)

	For the year ended <u>31March,2013</u>	for the year ended <u>31March,2012</u>
Profit/(Loss) before Depreciation & Taxation	150.96	119.60
Depreciation	146.11	120.18
Profit/(Loss) before Taxation	4.85	(0.58)
Provision for taxation	-	-
Profit/(Loss) after taxation	4.85	(0.58)
Deduct/Add : Balance brought forward from Profit & Loss Account	(1008.82)	(1008.24)
Balance carried forward	(1003.97)	(1008.82)

2. DIVIDEND :

In view of the carry forward losses, the Board is recommending no dividend.

3. OPERATIONS :

During the financial year under review, tea production was affected due to un-favourable weather conditions in Assam during the peak production months. However, the production of the Company was higher at 26.57 Kg. in comparison to previous year of 22.81Kg. mainly due to bought leaf operation undertaken by the Company.

However the average realization per kg. was reasonably higher due to better quality of tea produced. Significantly lower inventory and strong consumption growth should stabilize the prices during the season 2013. Tea prices of better quality are expected to improve from the last year both in domestic and global markets.

4. SCHEME OF ARRANGEMENT

As reported earlier year the Board of the Company had approved the proposal of the scheme of De-merger of both the Tea Estates Dhullie and Tinkharia. However, the Scheme of De-merger could not be finalized due to procedural formalities. Your Directors are actively pursuing alternative mechanism for effective completion of the sale agreement and hope to finalise the same during the current financial year.