



ASSAMBROOK LIMITED
REPORT AND ACCOUNTS
For THE YEAR ENDED 31 MARCH 2014

ASSAMBROOK LIMITED

BOARD OF DIRECTORS

SIDDHARTH RAMPURIA
Managing Director

SURENDRA RAMPURIA
MRINAL KANTI GUHA
U.S. MENON
Directors

J C NAG
Company Secretary

AUDITORS
TIWARI & CO.

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

Head Office :
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Kolkata-700 071
India

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REPORTS AND FINANCIAL STATEMENTS 2013-14

NOTICE

Notice is hereby given that the 65th Annual General Meeting of the Company will be held at “Borsola Gymkhana Club”, Tinkharia Tea Estate, P.O Dhekiajuli. Dist. Sonitpur (Assam) on Saturday, 20 September, 2014 at 10.00 a.m. to transact the following business:-

Ordinary Business

1. To receive, consider and adopt the audited Financial Statements as at 31 March, 2014 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Surendra Rampuria (holding DIN No.00755410), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution :

RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013 and the Rules made thereunder(including any statutory modification(s) or re-enactment thereof), Messers Tiwari & Company, Chartered Accountants(ICAI Registration No.309112E), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on the remuneration to be fixed by the Board of Directors.”

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Mrinal Kanti Guha (holding DIN No.00514453, a non-executive Director of the Company who retires at this annual General Meeting, be and is hereby appointed as an Independent director of the Company to hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the 70th Annual General Meeting, whichever is earlier.”

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri U.S. Menon (holding DIN No.05125220, a non-executive Director of the Company who retires at this annual General Meeting, be and is hereby appointed as an Independent director of the Company to hold office from the date of this

Annual General Meeting upto the expiry of five consecutive years or the date of the 70th Annual General Meeting, whichever is earlier.”

Registered Office :
Tinkharia Tea Estate
P. O. Dhekiajuli 784110
Dist. Sonitpur (Assam)
Dated : 30 May, 2014

By Order of the Board

J.C. Nag
Company Secretary

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote thereat instead of himself. 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 situated at Tinkharia Tea Estate, P.O. Dhekiajuli-784110, Dist. Sonitpur, Assam not less than 48 hours before the meeting.

In terms of rule 19 of the Companies (Management and Administration) rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a singly person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Items of Special Business is annexed hereto.
3. The information as required to be provided in terms of the Listing Agreement with the Stock Exchanges regarding the Directors who are proposed to be appointed/re-appointed is annexed.
4. The Register of Members and share Transfer Books of the Company will closed from 14 September, 2014 to 20 September, 2014 (both days inclusive)
5. In accordance with the provisions of Section 205C of the Companies Act, 1956 any amount of dividend which remained unpaid or unclaimed for a period of seven years from the date such dividend became due for payment have been transferred to the investor Education and Protection Fund set up by the Government of India.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
7. **Instructions for e-voting :**
 - I) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration)Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 65th Annual General Meeting of the Company.

II) Similarly, members opting to vote physically can do the same by remaining present at the meeting and should exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.

III) The instructions for shareholders voting electronically are as under :

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. – Sequence number is communicated in the Attendance Slip/ Covering Letter.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- IV. The voting period begins on 14 Sept 2014 at 9 AM and ends on 16 Sept 2014 at 6 PM. 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 16 Aug 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- V In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- 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((record date) of 16 August, 2014.
- VII. A copy of this notice has been placed on the website of the Company.
- VIII. Shri A.K. Labh, Practising Company Secretary (Certificate of Practice Number 3238) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- IX. The Scrutinizer shall within a period not exceeding (3) working days from the conclusion of the e-voting period unblock 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.
- X. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.assambrook.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange and Calcutta Stock Exchange Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 AND 5

The Company appointed Shri Mrinal Kanti Guha, and Shri U.S. Menon have been discharging the role and functions of Independent Directors in terms of Clause 49 of the Listing Agreement with the Stock Exchanges. The term of office of the aforesaid directors was liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 of the Companies Act, 2013 ('the Act'), the Company is required to appoint at least one-third of its total number of Directors as Independent Directors for a fixed term and their office shall not liable to determination by retirement of Directors by rotation. Accordingly, in compliance of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Act each of Shri Mrinal Kanti Guha and Shri U.S. Menon are proposed to be appointed as an Independent Director who shall hold office from the date of this Annual General Meeting upto the expiry of five consecutive years or the date of the 70th annual General Meeting, whichever ever is earlier. Separate notices have been received from a few Members referring to Section 160 of the Act proposing each of them respectively for appointment as an Independent Director at the forthcoming annual General Meeting of the Company.

Shri M K Guha and Shri U S Menon both have given a declaration dt. 1 April 2014 confirming they satisfies the criteria of independence as required under the section 149 (6) of the companies Act 2013. The Board of Directors at the meeting held on 30 May 2014, opined that Shri M K Guha and Shri U S Menon fulfill the conditions specified in the companies Act 2013 and rules made there under for their appointment as an independent Director of the company and are independent of the management. Copy of the draft letter of appointment would be available for inspection without any fee by the members at the registered of the company. The Board considers that the continued association of the aforesaid persons would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

The aforesaid persons have been desired qualifications and in depth experience in their respective field. The particulars of the aforesaid directors namely, age, qualifications, past experience and other details are given separately in this notice.

Directors. Accordingly, the Board recommends the resolutions set out at Item Nos.4 and 5 of the convening Notice for approval by the Shareholders of the Company.

Shri Mrinal Kanti Guha and Shri U.S. Menon and their relatives may be considered to be interested in the respective Resolution in so far as they relate to them individually. No other Director or the Key Managerial Personnel of the Company or their relatives is concerned or interested, financially of otherwise, in respect of the said resolutions.

ANNEXURE TO THE NOTICE

INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

PARTICULARS RELATING TO DIRECTORS PROPOSED TO BE APPOINTED/ RE- APPOINTED

Name of Director	Shri Surendra Rampuria
Date of Birth	28 September, 1943
Qualification	Under Graduate
Expertise	Shri Surendra Rampuria has more than 44 years experience in business. He has been the Director of the Company for several years and has been associated with the Tea Industry for about 35 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.
Directorships held in other Companies (excluding foreign Companies)	Vineet Pvt. Ltd. Eskar Stock Holdings Pvt. Ltd. Geeaar Properties Pvt. Ltd. Eskar Properties Pvt Ltd
Committee Memberships, if any, with Position	
Shareholding in the Company	Shri Rampuria holds 86575 no. shares in the Company.

Name of Directors	Shri Mrinal Kanti Guha
Date of Birth	15 February, 1938
Qualification	Graduate
Expertise	Shri M K Guha has vast knowledge and experience in personnel and Human Resources Development and have been of great assistance to the Company and his active participation.
Directorships held in other Companies (excluding foreign Companies)	ABL International Ltd. Sudera Stock Holdings Pvt. Ltd. Balticuri Co-Operative Bank Ltd.
Committee Memberships, if any, with Position	NIL
Shareholding in the Company	NIL

Name of Directors	Shri U. S. Menon
Date of Birth	10 April, 1959
Qualification	Post Graduate
Expertise	Shri U.S. Menon is a practicing Lawyer at Kolkata High Court for last 25 years. Considering his vast experience in legal matters, his continued association would be of immense benefit to the Company.
Directorships held in other Companies (excluding foreign Companies)	MPMC Private Limited
Committee Memberships, if any, with Position	NIL
Shareholding in the Company	NIL