

NOTICE

ASSAMBROOK LIMITED **CIN L70109AS1947PLC009386**

Notice is hereby given that the 66th Annual General Meeting of the Company will be held at "Borsola Gymkhana Club", Tinkharia Tea Estate, P.O Dhekiajuli. Dist. Sonitpur (Assam) on Wednesday, 30 December, 2015 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, 2015 together with the Reports of the Board of Directors and the Auditors thereon.
2. 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 there under (including any statutory modification(s) or re-enactment thereof), M/s 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 for a period of 2 years until the conclusion of the 68th Annual General Meeting on the remuneration to be fixed by the Board of Directors."

SPECIAL BUSINESS:

3. To appoint Smt. Pooja Goenka (DIN: 07171173) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under read with Schedule IV to the Act, Smt. Pooja Goenka (DIN: 07171173), appointed as a additional director of the Company by the Board with effect from 31th March, 2015 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office from the date of this Annual General meeting up to the expiry of five consecutive years or the date of the 71st Annual General meeting whichever is earlier".

Registered Office :
Tinkharia Tea Estate
P. O. Dhekiajuli 784110
Dist. Sonitpur (Assam)
Ph: +91 33 22827615
Email: corporateservices@sudera.in
Website: www.assambrook.com
Dated : 3 December, 2015

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 there at 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 single 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 Register of Members and share Transfer Books of the Company will be closed from 24 December, 2015 to 30 December, 2015 (both days inclusive)
4. In accordance with the provisions of Section 205 of the Companies Act, 1956, and section 124 read with section 125 of the Companies Act 2013, 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.
5. 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.
6. Electronic copy of the Annual Report for 2015 is being sent to all the members whose email Ids are registered with the Companies/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.
7. Electronic copy of the Notice of the 66th Annual General Meeting of the Company inter alia indicating the process and manner of e voting along with attendance slip and proxy form is being sent to all the members whose email Ids are registered with the Companies/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.

8. Voting through electronic means :

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 24th December, 2015, i.e. the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.

The members may cast their votes on electronic voting system from a place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Sunday, 27th December, 2015 and will end at 5.00 p.m. on Tuesday, 29th December, 2015. In addition, the facility for physical voting shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting or through Ballot form, shall be eligible to vote at the AGM. The Company has appointed Shri A.K. Labh, (CP-3238), Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

PROCEDURE FOR REMOTE E-VOTING:

I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

(a) In case of Members receiving an e-mail from NSDL:

(i) Open the PDF file 'Assambrook e-Voting.pdf', using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.

(ii) Launch an internet browser and open [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)

(iii) Click on Shareholder - Login.

(iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.

(v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

(vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.

(vii) Select 'EVEN' of Assambrook 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'. Click on 'Confirm' when prompted.

(x) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(xi) Once you have confirmed your vote on the resolution, you cannot 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at aklabh@aklabh.com in with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving physical copy of the Notice of AGM and Admission Slip

(i) Initial Password is provided, as follows, at the bottom of the Admission Slip

(E-Voting EVSN No.)	USER ID	PASSWORD
103628	-	-

(ii) Please follow all steps from Sr. No. (i) to Sr. No. (xii) mentioned above, to cast vote.

II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website <https://evoting.nsdl.com> or call on toll free number: 1800-222-990.

III. The voting rights shall be as per the number of equity shares held by the Member(s) as on Thursday, 24th December, 2015, being the cut off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

IV. Members who have acquired shares after the despatch of the Annual Report and before the book closure may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or mdpldc@yahoo.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.

V. The results of the electronic voting shall be declared after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the Company's website www.assambrook.com and on the website of NSDL www.evoting.nsdl.com immediately after the results are declared. The Company shall simultaneously forward the result to BSE and CSE also where the shares of the Company are listed.

9. 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 at the Meeting.
10. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.
11. Members are requested to contact either the Company Secretary or M/s. Maheshwari Datamatics Private Limited for en-cashing the unclaimed dividends standing to the credit of their account.
12. Members may communicate either with the Company Secretary or with the Company's Registrar and Share Transfer Agent for redressal of queries.
13. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details either to the Company Secretary or to M/s. Maheshwari Datamatics Private Limited.

14. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Admission Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Admission Slip and hand it over at the Registration Counter at the venue.
15. Members desiring any information relating to the accounts are requested to write to the Company Secretary well in advance so as to enable the management to keep the information ready.

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

Item No. 3

Smt. Pooja Goenka, who was appointed by the Board as Additional (Independent) Director of the Company at the board meeting held on 31st March, 2015 is proposed to be appointed as Independent Director of the Company, for a term of five years from the date of this Annual General meeting up to the expiry of five consecutive years or the date of the 71st Annual General meeting whichever is earlier pursuant to the provisions of Sections 149, 152 and other applicable provisions and the Rules made there under read with Schedule IV to the Companies Act, 2013.

The Company has also received (i) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (ii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The approval is sought from the members for the appointment of Smt. Pooja Goenka as independent director for a term of five consecutive years from the date of this Annual General meeting up to the expiry of five consecutive years or the date of the 71st Annual General meeting whichever is earlier. She shall not be liable to retire by rotation.

In the opinion of the Board of Director, Smt. Pooja Goenka, who is proposed to be appointed as Independent Director, fulfil the conditions specified in the Act and Rules made there under and she is independent of the Management.

Smt. Pooja Goenka is a B.COM and Chartered Accountant and has vast experience in the Finance and her association with the Company would be immense use full to the Company. She does not hold office of the director in any other Company.

The Board considers that her continued association as independent director would be of immense benefit to the Company and it is desirable to avail her services as Independent Director.

None of the Directors or Key Managerial Personnel and their relatives, except Smt. Pooja Goenka, to whom the resolution relates, is concerned or interested in the resolutions.

The Board recommends the Ordinary Resolutions set out at Item No. 3 for approval of members.

ASSAMBROOK LIMITED

CIN: L70109AS1947PLC009386

Regd. Office: Tinkharia Tea Estate, PO: Dhekiajuli, Dist: Sonitpur,
ASSAM 784110

Phone: (033) 2282 7615 (3 Lines);
E-mail : corporateservices@sudera.in;
Website :www.assambrook.com

DATE
WEDNESDAY, 30TH DEC, 2015
TIME : 10.00 A.M.

66th ANNUAL GENERAL MEETING

PROXY FORM FORM NO. MGT-11

VENUE
BORSOLA GUMKHANA CLUB
Tinkharia Tea Estate!,
PO: Dhekiajuli,
Dist: Sonitpur Assam 784110
Serial No.

Name & Address of Member

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the (Management and Administration) Rules, 2014

I / We, being the Member(s) of _____
(1) Name: _____ shares of Assambrook Limited., hereby appoint Address: _____

E-mail ID: _____ Signature: _____, or failing him

(2) _____ Name: _____ Address: _____

E-mail ID: _____ Signature: _____, or failing him

(3) _____ Name: _____ Address: _____

E-mail ID: _____ Signature: _____

as my /our proxy to attend and vote (on a poll) for me / us and on my /our behalf at the 66th Annual General Meeting (AGM) of the Company to be held on the Wednesday 30 Dec, 2015 at 10.00 a.m. at 'Borsola Gymkhana Club' Tinkharia Tea Estate. PO Dhekiajuli, Dist Sonitpur -Assam 784110 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Option (✓)	
		For	Against
1	Adoption of the Audited Financial Statements for the financial year ended 31st March, 2015 and the Reports of the Directors' and Auditors' thereon.		
2	Appointment of M/s. Tivari & Company, Chartered Accountants, (Firm Registration No. 309112E) as Statutory Auditors' of the Company and to authorise the Board to fix their remuneration for the financial year ending 31st March, 2016.		
3	Appointment of Smt. Pooja Goenka (DIN: 07171173) Independent Director of the company to hold office from the date of this Annual General meeting up to the expiry of five consecutive years or the date of 71 st Annual General Meeting whichever is earlier.		

Signature of Proxy holder: _____

Affix
Revenue
Stamp

Signed this.....day of..... 2015 Signature of Member: _____

Note: This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at Tinkharia Tea Estate. PO Dhekiajuli, Dist: Sonitpur -Assam 784110 not less than 48 hours before the commencement of the AGM i.e. by 10.00 a.m on 30 Dec, 2015.

ASSAMBROOK LIMITED

CIN: L70109AS1947PLC009386
Regd. Office: Tinkharia Tea Estate, PO: Dhekiajuli, Dist: Sonitpur, ASSAM 784110
Phone: (033) 2282 7615 (3 Lines);
E-mail : corporateservices@sudera.in; Website :www.assambrook.com

66th ANNUAL GENERAL MEETING

DATE
WEDNESDAY, 30TH DECEMBER, 2015

ADMISSION SLIP

VENUE
Borsola Gymkhana Club
Tinkharia Tea Estate!,
PO: Dhekiajuli, Dist: Sonitpur,
Assam 784110
Serial No.

TIME : 10.00 A.M.
Name & Address of Member

I certify that I am a Member / Proxy for the Member holding
Please ✓ in the box

Member Proxy

Name of the Proxy in Block Letters Signature of Member / Proxy attending

NOTES : i) Member/ Proxy attending the Annual General Meeting (AGM) must bring his / her Admission Slip which should be signed and deposited before entry to the Main Hall.
ii) Duplicate Admission Slip will not be issued at the venue.

ELECTRONIC VOTING

Electronic voting (e-voting) facility is being provided in respect of the Resolutions proposed at the 66th AGM, in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Please see Note 8 to the Notice dated 3 December, 2015 convening the AGM for the procedure with respect to e-voting.

Your e-voting user ID and password are provided below:

Electronic Voting Event Number(EVEN)	User ID	Pass word
103628		

ASSAMBROOK LTD

DIRECTORS REPORT

Your Directors have pleasure in presenting the Annual Reports of the Company together with the Audited Accounts for the financial year ended 31st March, 2015

1. FINANCIAL RESULTS & APPROPRIATIONS.

The Company's financial performance for the year under review along with previous years figures are given hereunder:

	(Amount in '000')	
	For the year ended	For the year ended
	31 March, 2015	31 March, 2014
Profit/(Loss) before Interest, Depreciation & Exceptional items	(30835)	27448
Less Interest	<u>304</u>	<u>92</u>
Profit/(Loss) before Depreciation & Exceptional items	(31139)	27356
Less Depreciation	<u>11350</u>	<u>13832</u>
Profit/(Loss) before Exceptional items & Taxation	(42489)	13524
Exceptional items	<u>165461</u>	<u>11625</u>
Profit/(Loss) before Tax	(207950)	1899
Less Current Income Tax	<u>00</u>	<u>00</u>
Net Profit/(Loss) after Tax	(207950)	1899
Balance brought forward	<u>(98498)</u>	<u>(100397)</u>
Balance carried forward to Balance Sheet	<u>(306448)</u>	<u>(98498)</u>
Earning per share (Basic)	(32.18)	0.29
Earning per Share(Diluted)	(32.18)	0.29

2. DIVIDEND

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

3. SHARE CAPITAL

The Company issued and allotted 12 lacs equity shares of Rs 10/- each at a price of Rs. 25/- per equity shares (including a premium of Rs. 15/- per equity share) on 29 May, 2015, against conversion/redemption of 6% Non cumulative Redeemable Preference Shares allotted to Bank of India.

4. REVIEW OF BUSINESS OPERATIONS

During the year under review the net loss of the company was Rs. 2079.50 lacs in comparison to the previous year profit of Rs. 18.99 lacs. The total Tea manufactured and sales in respect of the year under review was 17.24 lacs kg and 13.09 lacs kg against 28.63 lacs kg and 27.68 lacs kg respectively in the previous year. The reason inter-alia for the lower manufacturing and sales

was transfer of both the tea estates of the Company during the financial year in pursuance of the Agreement of Sale entered into for sale of the Tea Estates in earlier years.

5. TRANSFER OF TEA ESTATES

During the year under review, the company's tea estates namely Dhullie and Tinkharia were transferred w.e.f. 1st October, 2014 and 31st March, 2015 respectively as a going concern. The necessary approval of the share holders regarding sale of the tea estates was already obtained in the earlier years.

6. ANNUAL ACCOUNTS

There was a delay in preparation of annual accounts due to reasons beyond the control of the management in one of the tea estates in Assam. The Company has taken necessary approval for extension of time for holding of Annual General Meeting.

7. BOARD OF DIRECTORS

(a) The board comprises of four Directors of which three are Non Executive Independent Directors and one is the managing director. The Board has an optimum combination of executive and non-executive directors and more than half of the board consists of Non Executive Independent Directors.

(b) Details of attendance of directors at board meeting and at the last Annual General Meeting with particulars of their other directorship and chairman/membership of Board Committees.

During the year 2014-15, 6 Board Meetings were held on 30th may, 2014, 12th August 2014, 14th November 2014, 14th February 2015, 20th February 2015 and 31st March 2015. All the Board Meetings were held at Kolkata.

The last Annual General Meetings of the members of the Company was held on 30th September 2014. The attendance and number of other Directorship/Committee Membership of each Director (excluding Assambrook Limited, Private Limited Companies and Foreign Companies) is given below

Name of Directors	Category of Directorship(S)	Attendance at Board Meeting	Attendance at AGM (30.9.2014)	No of other Directorship Held	No. of Board Committee of which Member/Chairman
Shri Surendra Rampuria*	Non Executive Director	5	Yes	Nil	Nil
Shri Siddhartha Rampuria	Managing Director	6	Yes	Nil	Nil

Shri Mrinal Kanti Guha	Non Executive Independent Director	6	Yes	Nil	Nil
Shri U. S. Menon	Non Executive Independent Director	6	Yes	Nil	Nil
Smt. Pooja Goenka*	Non Executive Independent Director	0	No	Nil	Nil

*Smt. Pooja Goenka was appointed as an additional Director. and Shri Surendra Rampuria resigned from the Board w.e.f. from 31st March,2015.

8. Committees of the Board

The details of composition and meetings of the committees of the board of Directors held during the year as under:-

a. Audit Committee

Composition of the Audit Committee is in accordance with the requirements of section 177 of the Companies Act 2013. The attendance of each of the members in the meetings of the Committee is as under:-

Sl. No.	Name of the Committee Member	Designation	Chairman/ Members	Meetings held & attended
1.	Shri U. S. Menon	Non Executive Independent Director	Chairman	4
2.	Shri Siddhartha Rampuria	Managing Director	Member	4
3.	Shri Mrinal Kanti Guha	Non Executive Independent Director	Member	4

- The Audit Committee held four meetings during the year ended 31 March, 2015 on 30th May, 2014, 12th August 2014, 14th November 2014 and 20th February 2015.
- WHISTLE BLOWER POLICY (Vigil Mechanism)** --- Pursuant to sub section (9) &(10) of section 177 of the Companies Act, 2013, read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the company has established a Whistle Blower policy