

NOTICE

ASSAMBROOK LIMITED CIN L70109AS1947PLC009386

Notice is hereby given that the 67th Annual General Meeting of the Company will be held at "Borsola Gymkhana Club", Tinkharia Tea Estate, P.O Dhekiajuli. Dist. Sonitpur (Assam) on Thursday, 29 September, 2016 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, 2016 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 for the time being in force), the Company hereby ratifies the appointment of M/s Tiwari & Company, Chartered Accountants (ICAI Registration No.309112E), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 68th Annual General Meeting of the Company, on the remuneration to be fixed by the Board of Directors."

SPECIAL BUSINESS:

3. To appoint Shri Sanjoy Ghosh (DIN 07395039) 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, Shri Sanjoy Ghosh (DIN 07395039), appointed as an additional director of the Company by the Board with effect from 8 January, 2016 and who has submitted a declaration that he 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 72nd Annual General meeting whichever is earlier".

4. To appoint Smt. Sharmila Sarkar (DIN 07525143) 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. Sharmila Sarkar (DIN 07525143), appointed as an additional director of the Company by the Board with effect from 30 May, 2016 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 72nd 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: 30 May, 2016

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 23 September, 2016 to 29 September, 2016 (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 2016 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 2016 is being sent in the permitted mode.
7. Electronic copy of the Notice of the 67th 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 2016 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 Regulation 44 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, 22nd September, 2016, 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 Monday, 26th September, 2016 and will end at 5.00 p.m. on Wednesday, 28th September, 2016. 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 EVEN No.)	USER ID	PASSWORD
105270	-	-

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

I. 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.

II. The voting rights shall be as per the number of equity shares held by the Member(s) as on Thursday 22 September, 2016, being the cut off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

III. 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.

IV. 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

Shri Sanjoy Ghosh, who was appointed by the Board as Additional (Independent) Director of the Company at the board meeting held on 8 January, 2016 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 72nd 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 he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (ii) a declaration to the effect that he 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 Shri Sanjoy Ghosh 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 72nd Annual General meeting whichever is earlier. He shall not be liable to retire by rotation.

In the opinion of the Board of Director, Shri Sanjoy Ghosh, who is proposed to be appointed as Independent Director, fulfil the conditions specified in the Act and Rules made there under and he is independent of the Management.

Shri Sanjoy Ghosh is a Graduate and L.L.B. and has more than 30 years experience in the Law. His association with the Company would be immense use full to the Company. He does not hold office of the director in any other Company.

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

None of the Directors or Key Managerial Personnel and their relatives, except Shri Sanjoy Ghosh, 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.

Item No. 4

Smt. Sharmila Sarkar, who was appointed by the Board as Additional (Independent) Director of the Company at the board meeting held on 30 May 2016 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 72nd 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 he 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. Sharmila Sarkar 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 72nd Annual General meeting whichever is earlier. She shall not be liable to retire by rotation.

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

Smt. Sharmila Sarkar is a Graduate and has more than 15 years experience in Corporates. 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. Sharmila Sarkar, to whom the resolution relates, is concerned or interested in the resolutions.

The Board recommends the Ordinary Resolutions set out at Item No. 4 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
THURSDAY, 29TH SEPT, 2016
TIME : 10.00 A.M.

67th 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 _____ shares of Assambrook Limited., hereby appoint Address:
(1) Name : _____

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 67th Annual General Meeting (AGM) of the Company to be held on the Thursday 29 Sept, 2016 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, 2016 and the Reports of the Directors' and Auditors' thereon.		
2	Ratification of the appointment of M/s. Tiwari & 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, 2017.		
3	Appointment of Sanjoy Ghosh (DIN: 07395039) 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 72st Annual General Meeting whichever is earlier.		
4	Appointment of Smt. Sharmila Sarkar (DIN: 07525143) as an Independent Director of the company to hold office from the date of this Annual General meeting up to the expiry of five		

Signature of Proxy holder: _____

Affix
Revenue
Stamp

Signed this day of 2016 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 29 Sept 2016.

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

67th ANNUAL GENERAL MEETING

DATE

THURSDAY, 29TH SEPTEMBER, 2016

TIME : 10.00 A.M.

Name & Address of Member

ADMISSION SLIP

VENUE

Borsola Gymkhana Club

Tinkharia Tea Estate!,

PO: Dhekiajuli, Dist: Sonitpur,

Assam 784110

Serial No.

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 67th 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 30 May, 2016 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
105270		

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, 2016.

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, 2016	31 March, 2015
Profit/(Loss) before Interest, Depreciation & Exceptional items	(3173)	(30835)
Less Interest	-	304
Profit/(Loss) before Depreciation & Exceptional items	(3173)	(31139)
Add Depreciation	226	11350
Profit/(Loss) before Exceptional items & Taxation	(3399)	(42489)
Exceptional items	-	165461
Profit/(Loss) before Tax	(3399)	(207950)
Less Current Income Tax	0	0
Provision for Income Tax earlier Year	866	0
Net Profit/(Loss) after Tax	(4265)	(207950)
Balance brought forward	(303676)	(95726)
Balance carried forward to Balance Sheet	(307941)	(303676)
Earnings per share (Basic)	(0.56)	(32.18)
Earnings per Share (Diluted)	(0.56)	(32.18)

2. DIVIDEND

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

3. SHARE CAPITAL

The Company issued and allotted 42,50,000 equity shares of Rs 10/- each at par on 30 May, 2016, against conversion/redemption of 6% Non cumulative Redeemable Preference Shares allotted to Allahabad Bank as per terms of issue of such Preference shares.

4. REVIEW OF BUSINESS OPERATIONS

During the year under review the, the Company has no operations, as the Tea Estates owned by the company were transferred in the previous financial year 2014-15 in pursuance of the Agreement for sale for such estates entered into in the earlier period.

5. BOARD OF DIRECTORS

(a) The board comprises of four Directors and all of them are Non Executive Independent Directors.

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(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 21 April 2015, 29 May 2015, 19 August 2015, 1 October 2015, 3 December 2015, 8 January 2016, 15 February 2016 and 25 March 2016. All the Board Meetings were held at Kolkata.

The last Annual General Meetings of the members of the Company was held on 30th December 2015. 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 (30.12.2015)	No of other Directorship Held	No. of Board Committee of which Member/Chairman
Shri Siddhartha Rampuria	Managing Director	3	No	Nil	Nil
Shri Mrinal Kanti Guha	Non Executive Independent Director	8	Yes	Nil	Nil
Shri U. S. Menon	Non Executive Independent Director	8	Yes	Nil	Nil
Smt. Pooja Goenka	Non Executive Independent Director	5	Yes	Nil	Nil
Shri Sanjoy Ghosh*	Non Executive Independent Director	2	No	Nil	Nil

Shri Siddharth Rampuria resigned from the Board w.e.f. from 1 October 2015.

*Shri Sanjoy Ghosh was appointed as an additional Director and Smt Pooja Goenka resigned from the Board w.e.f. from 8 January 2016.

6. 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	2
2.	Shri Mrinal Kanti Guha	Non Executive	Member	2