



Assam Company India Limited

Member Duncan Macneill Group

52, Chowringhee Road, Kolkata - 700 071 India

Telephones 2283-8306/8309/8312, E-mail: assamco@vsnl.com Fax : 033-2283 8334 , Website : www.assamco.com

26th June, 2015

The Secretary,
National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051.

Fax No. (022) 2659 8237 / 8238
2659 8348 / 8347

STOCK CODE : ASSAMCO

The Secretary,
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai – 400 001.

Fax No. (022) 2272 3121 / 2037 /
2272 2041 / 2061 / 2039 / 3719

STOCK CODE : 500024

Dear Sir,

**Sub. : Outcome of 38th Annual General Meeting of the Members of the Company held on
24th June, 2015, at Dibrugarh & District Planters' Club, Lahoal, P.O. Dibrugarh, Assam**

Pursuant to the requirement of Clause 35A of the Listing Agreement, we would like to inform you that the Members of the Company at the 38th Annual General Meeting held on 24th June, 2015, inter alia, have passed the Resolutions as was mentioned in our Notice dated 27th February, 2015 by requisite majority.

Please find enclosed the voting results and Scrutinizer's Report.

This is for your information and record.

Thanking you,

Yours faithfully,
For ASSAM COMPANY INDIA LIMITED

**SANJAY SHARMA
CHIEF FINANCIAL OFFICER**

Encl. : as above



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Voting Results as per Clause 35A of the Listing Agreement

Date of the Annual General Meeting : 24th June, 2015

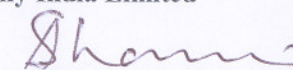
Total Number of Shareholders as on record date, i.e., 15th May, 2015 : 61,775

Total Number of Shareholders present : 34 (Promoter and Promoter Group : 4, Public : 30)

Resolution	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes polled	No. of Votes - in favour	No. of votes - against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Adaptation of Financial Statement of the Company for the year ended 31 st December, 2014, together with the Directors' and Auditors' Reports thereon	Promoter and Promoter Group	129,742,059	129,742,059	41.88%	129,742,059	NIL	100.00%	-
	Public	180,018,904	671,385	0.22%	670,835	550	99.92%	0.08%
	Total	309,760,963	130,413,444		130,412,894	550		
Appointment Of Mr. Amit Halder In Place Of Those Retiring	Promoter and Promoter Group	129,742,059	129,742,059	41.88%	129,742,059	NIL	100.00%	-
	Public	180,018,904	671,385	0.22%	629,089	42,296	93.70%	6.30%
	Total	309,760,963	130,413,444		130,371,148	42,296		
Appointment of M/s. De Chakraborty & Sen, Chartered Accountants, as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.	Promoter and Promoter Group	129,742,059	129,742,059	41.88%	129,742,059	NIL	100.00%	-
	Public	180,018,904	671,385	0.22%	661,835	9,550	98.58%	1.42%
	Total	309,760,963	130,413,444		130,403,894	9,550		
Appointment of Mr. Amit Halder as an Independent Director of the Company.	Promoter and Promoter Group	129,742,059	129,742,059	41.88%	129,742,059	NIL	100.00%	
	Public	180,018,904	662,385	0.21%	632,089	30,296	95.49%	4.51%
	Total	309,760,963	130,404,444		130,374,148	30,296		

Resolution	Promoter/Public	No. of Shares Held	No. of votes polled	% of Votes polled	No. of Votes - in favour	No. of votes - against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Appointment of Mr. Sanjay Khandelwal as an Independent Director of the Company.	Promoter and Promoter Group	129,742,059	129,742,059	41.88%	129,742,059	-	100.00%	0.00%
	Public	180,018,904	671,385	0.22%	664,835	6,550	99.02%	0.98%
	Total	309,760,963	130,413,444		130,406,894	6,550		
Re-appointment of Mr. Aditya Kumar Jajodia as the Managing Director of the Company, for a period of 3 (Three) years with effect from 1 st October, 2015 to 30 th September, 2018.	Promoter and Promoter Group	129,742,059	3,554,548	1.15%	3,554,548	-	100.00%	0.00%
	Public	180,018,904	671,385	0.22%	653,825	17,560	97.38%	2.62%
	Total	309,760,963	4,225,933		4,208,373	17,560		
Adaptation of the draft new regulations contained in the Articles of Association, in replacement of the regulations contained in the existing Articles of Association of the Company	Promoter and Promoter Group	129,742,059	129,742,059	41.88%	129,742,059	-	100.00%	0.00%
	Public	180,018,904	670,735	0.22%	668,835	1900	99.72%	0.28%
	Total	309,760,963	130,412,794		130,410,894	1,900		
Give loans and/or make investment to any person or body corporate including subsidiary(ies) and/or give guarantee or providing securities upto an aggregate amount not exceeding Rs.1,000 crores (rupees one thousand crores only) pursuant to section 186 of the Companies Act, 2013	Promoter and Promoter Group	129,742,059	129,742,059	41.88%	129,742,059	-	100.00%	0.00%
	Public	180,018,904	671,385	0.22%	643,049	28,336	95.78%	4.22%
	Total	309,760,963	130,413,444		130,385,108	28,336		
Approval of the remuneration payable to M/S BCD & Associates, Cost Accountants of the Company	Promoter and Promoter Group	129,742,059	129,742,059	41.88%	129,742,059	-	100.00%	0.00%
	Public	180,018,904	650,385	0.21%	641,735	8,650	98.67%	1.33%
	Total	309,760,963	130,392,444		130,383,794	8,650		

For Assam Company India Limited



Sanjay Sharma
(Chief Financial Officer)

S.SARKAR & ASSOCIATES

Company Secretaries

4B Malanga Lane, Kolkata – 700 012

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SCRUTINIZER'S REPORT

The Chairman
Board of Directors
Assam Company India Limited
Greenwood Tea Estate,
Dibrugarh, Assam
India – 786 001

Dear Sir,

Sub. : Scrutinizer Report on e-voting pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014.

1. We S. Sarkar & Associates, Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of the Company pursuant to the above provision of the Companies Act, 2013, to scrutinize the electronic voting process and to ascertain the requisite majority on e-voting carried out for the below mentioned resolutions passed at the 38th Annual General Meeting of the Company to be held on 24th June of 2015.
2. The Company has appointed National Securities Depository Limited (NSDL) as a service provider to extend the facility of electronic voting to the members of the Company. M/s. C B Management Services (P) Ltd is the share transfer agent of the Company. The service provider has accordingly provided the facility of e-voting through their web site www.evoting.nsdl.com
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the related rules in relation to e-voting on the resolutions contained in the notice dated 27th February, 2015, to the 38th Annual General Meeting of the Company. Our responsibilities as a Scrutinizer is restricted to make a Scrutinizer's Report of the votes casted in favour or against the resolutions as stated, based on the Report generated from the e-voting system generated by NSDL, the authorized agency engaged by the Company to provide e-voting facilities.
4. Further to the above we submit our report as under:
 - a. The e-voting period remain opened from 9.AM. 17.06.2015 To 6.P.M 19.06.2015
 - b. The Members of the Company as on the cut-off date 15.05.2015 were entitled to vote on the resolutions.
 - c. The votes were unblocked on 22nd June 2015 in the presence of two numbers of witnesses, who were not employee of the Company.



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Company Secretaries

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- d. The details of the share holders who voted for or against the resolution that were put to vote, were generated from the e-voting website of NSDL and based on such Report the details of the e-voting results are as under:

1. **Ordinary resolution:** To receive, consider and adopt the Audited Balance Sheet as at 31st December, 2014 of the Company and the statement of profit and loss as on that date together with the Reports of the Board of Directors and Auditors thereon.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	7	129,742,059	100	NIL	NIL	NIL	NIL	NIL
Public	46	670,835	99.92	2	550	0.08	NIL	NIL
Total	53	130,412,894		2	550		NIL	NIL

2. **Ordinary Resolution:** To appoint a Director in the place of Mr. Amit Halder (holding DIN 05231811), who is retiring by rotation and eligible for re-appointment.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	7	129,742,059	100	NIL	NIL	NIL	NIL	NIL
Public	41	629,089	93.70	7	42,296	6.30	NIL	NIL
Total	48	130,371,148		7	42,296		NIL	NIL



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3. **Ordinary Resolution:** Appointment of M/s. De Chakraborty & Sen, Chartered Accountants, Auditor of the Company

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	7	129,742,059	100%	NIL	NIL	NIL	NIL	NIL
Public	45	661,835	98.58	3	9,550	1.42	NIL	NIL
Total	52	130,403,894		3	9,550		NIL	NIL

4. **Ordinary Resolution (Special Business):** Appointment of Mr. Amit Halder (holding DIN 05231811) as an Independent Director

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	7	129,742,059	100	NIL	NIL	NIL	NIL	NIL
Public	42	632,089	95.49	6	30,296	4.51	NIL	NIL
Total	49	130,374,148		6	30,296		NIL	NIL



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5. **Ordinary Resolution (Special Business):** Appointment of Mr. Sanjay Khandelwal, (holding DIN 00193472) as an Independent Director.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	7	129,742,059	100	NIL	NIL		NIL	NIL
Public	45	664,835	99.02	3	6,550	0.98	NIL	NIL
Total	52	130,406,894			6,550		NIL	NIL

6. **Special Resolution (Special Business):** Appointment of Mr. Aditya Kumar Jajodia as a Managing Director for a period of 3 years.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	1	3,554,548	100	NIL	NIL	NIL	6*	126,187,511*
Public	41	653,825	97.38	7	17560	2.62	NIL	NIL
Total	42	4,208,373		7	17,560		6	126,187,511

*The Resolution is covered under the Related Party Transaction, therefore, the votes casted by the related parties are not taken into consideration.



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7. **Special Resolution (Special Business):** To alter the Articles of Association of the Company.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	7	129,742,059	100	NIL	NIL	NIL	NIL	NIL
Public	46	668,835	99.72	2	1,900	.28	NIL	NIL
Total	53	130,410,894		2	1,900		NIL	NIL

8. **Special Resolution (Special Business):** To make inter-Corporate Loan and Investment pursuant to Section 186 of the Companies Act 2013.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	7	129,742,059	100	NIL	NIL	NIL	NIL	NIL
Public	35	643,049	95.78	13	28,336	4.22	NIL	NIL
Total	42	130,385,108		13	28,336		NIL	NIL



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9. **Ordinary Resolution (Special Business):** Appointment of M/s. BCD & Associates, Cost Accountants as a Cost Auditor of the Company for the year ended 31st March, 2016.

Category	In-favour of the Resolution			Against the Resolution			Invalid votes	
	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes	Percentage of shares/ e-votes received	Number of Share Holders	No. of shares/ e-votes
Promoter and Promoter Group	7	129,742,059	100	NIL	NIL	NIL	NIL	NIL
Public	43	641,735	98.67	5	8,650	1.33	NIL	NIL
Total	50	130,383,794			8,650		NIL	NIL

Thanking you,
For S. SARKAR & ASSOCIATES
Company Secretaries

Place : KOLKATA

Dated : 22.06.2015



(SANDIP SARKAR)
Proprietor
Membership No.-FCS-7524
CP No. 0483

