



Assam Company India Limited

52, Chowringhee Road, Kolkata – 700 071, India

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

GSTIN NO – 19AAACT7590B1Z9

3rd December, 2018

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

STOCK CODE : ASSAMCO

The Secretary,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

STOCK CODE : 500024

Dear Sir,

Sub. : Notice of Annual General Meeting

In terms of the provisions of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the **Notice of the Forty First Annual General Meeting** of the Company, to be held at Dibrugarh & District Planters' Club, Lahoal, P.O. Dibrugarh, Assam – 786 001, on **Thursday, 27th December, 2018, at 11:00 A.M.**

The Notice along with the Annual Report has been placed on the Website of the Company at www.assamco.com.

Please acknowledge receipt.

Thanking you,

Yours faithfully,
For ASSAM COMPANY INDIA LIMITED

SREYA MITRA
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl. : as above.



ASSAM COMPANY INDIA LIMITED

NOTICE

Notice is hereby given that the Forty First Annual General Meeting of the Members of Assam Company India Limited will be held at 11:00 a.m., on Thursday, 27th December, 2018, at Dibrugarh & District Planters' Club, Lahoal, P.O. Dibrugarh, Assam, to transact the following business:

Ordinary Business :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Auditors and to fix their remuneration, and for this purpose, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014, [including any statutory modifications(s) or re-enactment(s) thereof for the time being in force] and other applicable provisions, if any, of the Companies Act, 2013, and based on the recommendation of the Audit Committee and of the Board of Directors, Messrs Saraf & Chandra LLP, Chartered Accountants, having Firm Registration No. 315096E / E300027, allotted by The Institute of Chartered Accountants of India (ICAI), be and are hereby appointed as the Statutory Auditors of the Company for the maximum number five consecutive years for which the said firm can be appointed and shall hold office from the conclusion of the Forty First Annual General Meeting until the conclusion of the Forty Sixth Annual General Meeting at a remuneration to be fixed at the beginning of each financial year by the Board of Directors on the recommendation of the Audit Committee of the Company."

Special Business:

3. To consider and if thought fit to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. Bavaguthu Raghuram Shetty (holding DIN : 00026740), who was appointed as an Additional Director of the Company with effect from 9th October, 2018, by the Board of Directors of the Company pursuant to Section 161 (1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT Dr. Bavaguthu Raghuram Shetty be and is hereby appointed as Chairman of the Company;

RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution."

4. To consider and if thought fit to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Binay Raghuram Shetty (holding DIN : 01033122), who was appointed as an Additional Director of the Company with effect from 9th October, 2018, by the Board of Directors of the Company pursuant to Section 161 (1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution."

5. To consider and if thought fit to pass the following Resolution as an **Ordinary Resolution**:



"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. (Mrs.) Chandrakumari Raghuram Shetty (holding DIN : 00027791), who was appointed as an Additional Director of the Company with effect from 9th October, 2018, by the Board of Directors of the Company pursuant to Section 161 (1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution."

6. To consider and if thought fit to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, read with Schedule IV of the said Act, Mr. Prajit Vasudevan Maroli (holding DIN : 08249109), appointed as an Additional Director of the Company by the Board with effect from 9th October, 2018, under Section 161 of the Companies Act, 2013 and who holds office till the conclusion of the ensuing AGM 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 for a term upto five consecutive years commencing from 9th October, 2018, upto 8th October, 2023, and is not liable to retire by rotation in terms of Section 149(13) of the Act.

RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution."

7. To consider and if thought fit to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, read with Schedule IV of the said Act, Mr. Sanjay Jain (holding DIN : 00325420), appointed as an Additional Director of the Company by the Board with effect from 9th October, 2018, under Section 161 of the Companies Act, 2013 and who holds office till the conclusion of the ensuing AGM 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 for a term upto five consecutive years commencing from 9th October, 2018, upto 8th October, 2023, and is not liable to retire by rotation in terms of Section 149(13) of the Act.

RESOLVED FURTHER THAT the Board of Directors, including any Committee thereof, be and is hereby authorized to do and perform all such acts, deeds, matters and things and to take all such steps as may be considered necessary to give effect to the aforesaid resolution."

8. To consider and if thought fit to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, as amended from time to time, Messrs BCD & Associates, Cost Accountants appointed by the Board of Directors, on the recommendation of the Audit Committee, for the conduct of audit of the cost records of the Company for the financial year 2018-19, at a remuneration of Rs. 90, 000/- (Rupees Ninety Thousand only), plus out of pocket expenses, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Head Office:

52, Chowringhee Road
Kolkata – 700 071
Ph : (033) – 2283 8306
Dated : 14th November, 2018

By Order of the Board
Assam Company India Limited

Sreya Mitra
Company Secretary



ASSAM COMPANY INDIA LIMITED

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. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. NO PHOTOCOPY/ SCANNED COPY OF A COMPLETED PROXY FORM WILL BE ACCEPTED.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. If a person holding more than 10% of the total share capital of the Company is proposed to be appointed as a proxy for a member, such person shall not act as proxy for any other person or shareholder.

2. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
3. As per the provisions of Section 125 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules, 2016"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund (IEPF), a fund constituted by the Government of India under Section 125 of the Companies Act, 2013.

Further, in accordance with the provisions of Section 124(6) of the Companies Act, 2013 and IEPF Rules, 2016, shares on which dividend has not been paid or claimed for seven consecutive years or more, are liable to be transferred to IEPF Suspense Account.

Members who have not claimed dividend for previous year(s) are requested to claim the same by approaching the Company or the R & T Agents of the Company.

4. As per the provisions of Section 72 of the Companies Act, 2013, Members are requested to file Nomination Forms in respect of their shareholding. Any Member wishing to avail of this facility should submit to the Company the prescribed Statutory Form SH 13. For any assistance, Members should get in touch with the Company's Registrar and Share Transfer Agent (RTA).
5. Members are requested to notify immediately any change in their addresses to the Company's RTA.
6. A Member or his Proxy will be required to produce at the entrance to the Meeting Hall, the Attendance Slip sent herewith duly completed and signed. Neither photocopies nor torn/mutilated Attendance Slips will be accepted. However, Members who have received the Annual Report on E-mail can download and print the Attendance Slip themselves. These should be completed, signed and handed over at the entrance to the Meeting Hall. The validity of the Attendance Slip will, however, be subject to the Members continuing to hold Equity Shares as on the date of the Meeting.
7. Equity Shares of the Company fall under the category of compulsory demat trading by all Investors. Members are requested to consider dematerialisation of their shareholding so as to avoid inconvenience.
8. Securities and Exchange Board of India (SEBI) vide Circular No. MRD/DoP/Cir-05/2009 dated 20th May, 2009, has issued a Circular on PAN requirement for transfer of shares in physical form. For securities market transactions and off-market / private transactions involving transfer of shares in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/RTA for registration of such transfer of shares.
9. All documents referred to in the Notice and the Statement are open for inspection at the Registered Office of the Company on all working days between 10:00 a.m. to 12 noon upto the date of the forthcoming Annual General Meeting.
10. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.



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11. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
12. 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.
13. Members are requested to quote their registered Folio Number / DP ID, Client ID in all correspondence with the Company or its Registrars.
14. Members holding shares in physical form are requested to notify changes in their addresses, if any, quoting their Folio Numbers to the RTA of the Company.
15. Members holding shares under multiple folios are requested to submit their applications to RTA, for consolidation of folios into single folio.
16. The Register of Director's Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
17. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Reports at the Meeting.
18. Members desiring any relevant information on the annual accounts of the Company are requested to write to the Company well in advance to ensure that such requests reach the Company at least 10 (ten) days before the Annual General Meeting, so as to enable the Company to keep the information ready.
19. The Register of Members and Share Transfer Books of the Company shall remain closed from 21st December, 2018 to 27th December, 2018, both days inclusive.

20. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members, facility to exercise their right to vote by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a member receives an e-mail from NSDL (for members whose e-mail IDs are registered with the Company's Registrar and Share Transfer Agent):
 - (i) Open e-mail and open PDF file viz; "Assam Company India Limited e-Voting.pdf" with your Client ID or Folio Number as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Assam Company India 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" and also "Confirm" when prompted.



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- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to 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 etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vijaykt@vjkt.in with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice (for Members whose e-mail IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy) :
- (i) Initial password is annexed along with the notice.
 - (ii) Please follow all steps from Sl. No (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- IV. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on 24th December, 2018, (9:00 A.M.) and ends on 26th December, 2018 (5:00 P.M.). 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) 20th December, 2018, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- 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 20th December, 2018.
- VIA. Those who become Members of the Company after despatch of the Notice but on or before 20th December, 2018 (cut-off date) may write to NSDL at evoting@nsdl.co.in or to the Company at acil@assamco.com requesting for user ID and password.
- VII. Mr. Vijayakrishna KT, Company Secretary, holding C. P. No. 980 has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- VIII. General Information
- a. There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
 - b. The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.assamco.com and also be forwarded to the National Stock Exchange of India Limited and BSE Limited.

Head Office:

52, Chowringhee Road
Kolkata – 700 071

Ph : (033) – 2283 8306

Dated : 14th November, 2018

By Order of the Board
Assam Company India Limited

Sreya Mitra
Company Secretary



ASSAM COMPANY INDIA LIMITED

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE SPECIAL BUSINESS.

Pursuant to the Order passed by the Hon'ble National Company Law Tribunal, (NCLT) Guwahati Bench, dated 20th September, 2018, approving the Resolution Plan, submitted by the successful Resolution Applicant, Abu Dhabi-based "BRS Ventures Investment Ltd.", please find appended below, an extract of the said Plan, regarding the Re-constitution of the Board of Directors of the Company :

"1.3 After the Upfront Infusion, and no later than 15 days from the Upfront Infusion, the Board of Directors of ACIL shall be reconstituted, wherein the existing directors (including the independent directors) shall resign and new directors will be appointed to the Board of Directors of ACIL by the Resolution Applicant. The new Board will be professionally managed by experienced persons, with Dr. B.R. Shetty as Chairman, Mr. Binay Shetty and Mrs. C. R. Shetty as directors of ACIL."

Accordingly, at the Board Meeting of the Company held on 9th October, 2018, the Board of Directors has been re-constituted as follows:

- | | |
|---|------------------------|
| 1) DR. BAVAGUTHU RAGHURAM SHETTY | - CHAIRMAN |
| 2) DR. (MRS.) CHANDRAKUMARI RAGHURAM SHETTY | - DIRECTOR |
| 3) MR. BINAY RAGHURAM SHETTY | - DIRECTOR |
| 4) MR. PRAJIT VASUDEVAN MAROLI | - INDEPENDENT DIRECTOR |
| 5) MR. SANJAY JAIN | - INDEPENDENT DIRECTOR |

The following Directors ceased to be Directors with effect from 9th October, 2018:

- | | |
|-----------------------------|------------------------|
| 1) MR. ADITYA KUMAR JAJODIA | - MANAGING DIRECTOR |
| 2) MR. AMIT HALDER | - INDEPENDENT DIRECTOR |
| 3) MR. SANJAY KHANDELWAL | - INDEPENDENT DIRECTOR |

Item No. 3

The Board of Directors of the Company at its Meeting held on 9th October, 2018, has appointed Dr. Bavaguthu Raghuram Shetty (holding DIN : 00026740), as a Director and Chairman of the Company, subject to the approval of the members in the Annual General Meeting.

Dr. Bavaguthu Raghuram Shetty, received his Doctorate from Georgia State University, Atlanta, USA.

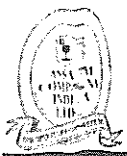
He is the Chairman and founder of UAE Exchange India (a leading global money transfer and foreign exchange provider), Managing Director and CEO of UAE Exchange Centre LLC, UAE and also the Founding Partner and Chief Executive Officer of NMC Healthcare, Abu Dhabi. As a trained pharmacist, he opened his first pharmacy in 1975. He is also the founder and patron of the Indian Pharmaceutical Association in the UAE and a member of the International Advisory Board of Boston University, USA.

His other business activities include UAE Exchange, Abu Dhabi and has investments in hospitality, food and beverage, pharmaceutical manufacturing and real estate.

Considering his wide experience and leadership qualities, the Nomination and Remuneration Committee has recommended his appointment w.e.f. 9th October, 2018.

Brief particulars of Dr. Bavaguthu Raghuram Shetty, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

None of the Directors *other than Dr. Bavaguthu Raghuram Shetty, his wife Dr. (Mrs.) Chandrakumari Raghuram Shetty and his son Mr. Binay Raghuram Shetty*, Managers or Key Managerial Personnel or any of the relatives of any of the Directors, Managers or Key Managerial Personnel of the Company is interested or deemed to be interested, financial or otherwise, in the proposed resolution and the proposed resolution does not relate to or affects any other company.



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Item No. 4

The Board of Directors of the Company at its Meeting held on 9th October, 2018, has appointed Mr. Binay Raghuram Shetty (holding DIN : 01033122), as a Director of the Company, subject to the approval of the members in the Annual General Meeting.

Mr. Binay Raghuram Shetty, serves the Board of UAE Exchange Centre LLC, which is a part of the UAE Exchange Group, having its presence in five continents with a strong network of close to 800 direct offices spread across 31 countries. He is a Director in many of these group entities and also a Director of NMC Health PLC and Alexandria Medical Centre. He is also a Non-Executive Director of Travelex Holdings Limited since 2015. He holds a Bachelor of Science in Business Administration with specialisations in Finance and Entrepreneurship from Boston University, Massachusetts, USA.

Considering his wide experience and leadership qualities, the Nomination and Remuneration Committee has recommended his appointment w.e.f. 9th October, 2018.

Brief particulars of Mr. Binay Raghuram Shetty, as required under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, is annexed to this Notice.

None of the Directors *other than Mr. Binay Raghuram Shetty, his father Dr. Bavaguthu Raghuram Shetty, his mother Dr. (Mrs.) Chandrakumari Raghuram Shetty*, Managers or Key Managerial Personnel or any of the relatives of any of the Directors, Managers or Key Managerial Personnel of the Company is interested or deemed to be interested, financial or otherwise, in the proposed resolution and the proposed resolution does not relates to or affects any other company.

Item No. 5

The Board of Directors of the Company at its Meeting held on 9th October, 2018, has appointed Dr. (Mrs.) Chandrakumari Raghuram Shetty (holding DIN : 00027791), as a Director of the Company, subject to the approval of the members in the Annual General Meeting.

Dr. (Mrs.) Chandrakumari Raghuram Shetty, serves as a Group Medical Director of Hospitals at NMC Health care LLC (NMCH). Dr. (Mrs.) Shetty has over 33 years of experience in the health care sector. She is an active medical practitioner since 1977 and also serves as the Chairperson to various healthcare committees of NMCH. Mrs. Shetty is also a Board Member of Alexandria New Medical Center, Egypt.

Considering her wide experience and leadership qualities, the Nomination and Remuneration Committee has recommended his appointment w.e.f. 9th October, 2018.

Brief particulars of Dr. (Mrs.) Chandrakumari Raghuram Shetty, as required under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, is annexed to this Notice

None of the Directors *other than Dr. (Mrs.) Chandrakumari Raghuram Shetty her son Mr. Binay Raghuram Shetty, and her husband Dr. Bavaguthu Raghuram Shetty*, Managers or Key Managerial Personnel or any of the relatives of any of the Directors, Managers or Key Managerial Personnel of the Company is interested or deemed to be interested, financial or otherwise, in the proposed resolution and the proposed resolution does not relate to or affects any other company.

Item No. 6

The Company had appointed Mr. Prajit Vasudevan Maroli (holding DIN : 08249109) to discharge the role and functions of Independent Directors in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

The Board at its Meeting held on 9th October, 2018, has formed the opinion that Mr Prajit Vasudevan Maroli is a person of integrity, possesses requisite expertise and experience and fulfils the conditions specified in the Companies Act, 2013, for his appointment as an Independent Director of the Company. Mr. Prajit Vasudevan Maroli has also at the said Board Meeting filed a declaration under Section 149(7) of the Act, stating that he can function as Independent Director within the meaning of Section 149(6) of the Act.



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Accordingly, in compliance with Sections 149 and 152 read with Schedule IV of the Act, Mr. Prajit Vasudevan Maroli is proposed to be appointed as Independent Director within the meaning of Section 149(6) for a term up to five consecutive years on the Board of the Company.

Brief particulars of Mr. Prajit Vasudevan Maroli, as required under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, are annexed to this Notice.

The Company and Mr. Prajit Vasudevan Maroli shall abide by the provisions specified in Schedule IV of the Act, and the appointment shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein, The appointment once made at the Meeting shall be formalized through a letter of appointment, which will set out:

- (a) the term of his appointment;
- (b) the expectation of the Board; the Board-level committee(s) in which he is expected to serve and its tasks;
- (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
- (d) provision for Directors and Officers (D and O) insurance, if any;
- (e) the Code of Business Ethics that the Company expects its Directors and employees to follow;
- (f) the list of actions that a Director should not do while functioning as such in the Company; and
- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

Formal letter of appointment shall be issued to Mr. Prajit Vasudevan Maroli upon confirmation of his appointment. The terms and conditions of the appointment shall be open for inspection at the Registered Office of the Company by any member during normal business hours, and shall also be posted on the Company's website.

None of the Directors *other than Mr. Prajit Vasudevan Maroli*, Managers or Key Managerial Personnel or any of the relatives of any of the Directors, Managers or Key Managerial Personnel of the Company is interested or deemed to be interested, financial or otherwise, in the proposed resolution and the proposed resolution does not relates to or affects any other company.

Item No. 7

The Company had appointed Mr. Sanjay Jain (holding DIN : 00325420) to discharge the role and functions of Independent Directors in terms of SEBI (Listing Obligations and Disclosure Requirements), 2015 and the Companies Act, 2013.

The Board at its Meeting held on 9th October, 2018, has formed the opinion that Mr. Sanjay Jain is a person of integrity, possesses requisite expertise and experience and fulfills the conditions specified in the Companies Act, 2013 for his appointment as an Independent Director of the Company. Mr. Sanjay Jain has also at the said Board Meeting filed a declaration under Section 149(7) of the Act stating that he can function as Independent Director within the meaning of Section 149(6) of the Act.

Accordingly, in compliance with Sections 149 and 152 read with Schedule IV of the Act, Mr. Sanjay Jain is proposed to be appointed Independent Director within the meaning of Section 149(6) for a term up to five consecutive years on the Board of the Company.

Brief particulars of Mr. Sanjay Jain, as required under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, are annexed to this Notice.

The Company and Mr. Sanjay Jain shall abide by the provisions specified in Schedule IV of the Act, and the appointment shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein, The appointment once made at the Meeting shall be formalized through a letter of appointment, which will set out:



ASSAM COMPANY INDIA LIMITED

- (a) the term of his appointment;
- (b) the expectation of the Board; the Board-level committee(s) in which he is expected to serve and its tasks;
- (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
- (d) provision for Directors and Officers (D and O) insurance, if any;
- (e) the Code of Business Ethics that the Company expects its Directors and employees to follow;
- (f) the list of actions that a Director should not do while functioning as such in the Company; and
- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

Formal letter of appointment shall be issued to Mr. Sanjay Jain upon confirmation of his appointment. The terms and conditions of the appointment shall be open for inspection at the Registered Office of the Company by any member during normal business hours, and shall also be posted on the Company's website.

None of the Directors *other than Mr. Sanjay Jain*, Managers or Key Managerial Personnel or any of the relatives of any of the Directors, Managers or Key Managerial Personnel of the Company is interested or deemed to be interested, financial or otherwise, in the proposed resolution and the proposed resolution does not relates to or affects any other company.

Item No. 8

In terms of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 ('the Rule'), your Board of Directors at its Meeting held on 14th November, 2018, has appointed Messrs BCD & Associates, Cost Accountants, as the Cost Auditors of the Company for the Financial Year 2018-19, at a remuneration of Rs. 90,000/- (Rupees Ninety Thousand only) per annum plus out of pocket expenses.

The appointment and the remuneration of the Cost Auditor are required to be ratified subsequently as per the provisions of the Companies Act, 2013.

The Resolution set out in Item No. 8 of the convening Notice is to be considered accordingly and the Board recommends the same.

None of the Directors or Key Managerial Personnel and their relatives is concerned or interested, financial or otherwise, in the above Resolution.

Head Office:

52, Chowringhee Road

Kolkata – 700 071

Ph : (033) – 2283 8306

Dated : 14th November, 2018

By Order of the Board
Assam Company India Limited

Sreya Mitra
Company Secretary



ASSAM COMPANY INDIA LIMITED

Annexure to Annual General Meeting Notice Information on Director seeking re – appointment at the ensuing Annual General Meeting (Pursuant to Regulation 36 of the Listing Regulation).

Name of Director	Date of Birth	Date of Appointment	Expertise in specific functional areas	Qualifications	Directorship in other Public Companies	Membership of Committees of other Public Limited Companies (include only Audit Committee and Shareholders' Grievance Committee)	Other Information	Remarks
Dr. Bavaguthu Raghuram Shetty	01-08-1942	09.10.2018	Business	Doctorate	BRS Lifesciences Private Limited NNC Bangalore Waste To Energy Private Limited Neotel Hotels & Resorts Private Limited BRS Recreations Private Limited BR Property Developers Private Limited XIM Services (India) Private Limited BRS Medicity Healthcare and Research Private Limited BRS Health and Research Institute Private Limited Guardian Healthcare Network India Limited NMC Healthcare India Private Limited Omnicare Drugs India Private Limited Neoska Pharma Private Limited Health-Tech Chhattisgarh Private Limited Dr Shetty's New Medical Centre Private Limited UAE Exchange and Finance Limited Unimoni Financial Services Limited The Trivandrum Specialists Hospital Private Limited God's Own Country Health Resorts International Private Limited	NIL	Promoter Director	-



ASSAM COMPANY INDIA LIMITED

Name of Director	Date of Birth	Date of Appointment	Expertise in specific functional areas	Qualifications	Directorship in other Public Companies	Membership of Committees of other Public Limited Companies (include only Audit Committee and Shareholders' Grievance Committee)	Other Information	Remarks
Dr. (Mrs.) Chandrakumari Raghuram Shetty	02-06-1949	09.10.2018	Dr. (Mrs.) Shetty is an active medical practitioner since 1977 and has over 33 years of experience in the health care sector.	Doctor	BRS Lifesciences Private Limited B.R.Motors Private Limited Neotel Hotels & Resorts Private Limited BRS Medicity Healthcare and Research Private Limited Guardian Healthcare Network India Limited Dr.Shetty's New Medical Centre Private Limited UAE Exchange and Finance Limited Unimoni Financial Services Limited The Trivandrum Specialists Hospital Private Limited Voxdoc BPO Private Limited Kalinga Hospital Ltd.	NIL	Promoter Director	-



Name of Director	Date of Birth	Date of Appointment	Expertise in specific functional areas	Qualifications	Directorship in other Public Companies	Membership of Committees of other Public Limited Companies (Include only Audit Committee and Shareholders' Grievance Committee)	Other Information	Remarks
Mr. Binay Raghuram Shetty	30-05-1983	09.10.2018	Mr. Binay has 14 years of experience with a focus on strategic planning and corporate governance	Mr. Binay graduated from Boston University, Massachusetts, USA, with specialization in Finance and Entrepreneurship	BRS Recreations Private Limited BR Property Developers Private Limited Voxdoc BPO Private Limited XM Services (India) Private Limited BRS Health and Research Institute Private Limited Omnicare Drugs India Private Limited Unimoni Financial Services Limited Kalinga Hospital Ltd.	NIL	Promoter Director	-
Mr. Prajit Vasudevan	04-10-1971	09.10.2018	-	Chartered Accountant	NIL	NIL	Independent Director	-
Mr. Sanjay Jain	14-02-1973	09.10.2018	-	Chartered Accountant holding a Certificate of Practice	NIL	NIL	Independent Director	-