AMALGAMATED PLANTATIONS PRIVATE LIMITED
Regd. Office – Unit No. 302A, Elgin Chambers, 1A Ashutosh Mukherjee Road, Kolkata – 700020
CIN: U01132WB2007PTC112852
Website – www.amalgamated.co.in : e-mail id – secretariat@amalgamated.in; Ph – 033 6605 3750

NOTICE

NOTICE is hereby given that the **19th (Nineteenth) Annual General Meeting** of the Members of **AMALGAMATED PLANTATIONS PRIVATE LIMITED** will be held as under:

Day	:	**Thursday**
Date	:	**2nd day of July 2026**
Time	:	**11.00 A.M.**
Place	:	**Board Room, Rudramani Tower, 8th Floor, 1720, Eastern Metropolitan Bypass, Naskarhat, Kasba, Kolkata 700039**

to transact the following business:

ORDINARY BUSINESS:

1. **Receive, Consider and Adopt the Audited Financial Statements**

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

   "**RESOLVED THAT** the audited standalone financial statements of the Company including the balance sheet as on 31st March 2026, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

SPECIAL BUSINESS:

2. **Ratification of Appointment and Remuneration of M/s. Shome and Banerjee, Cost Accountants as Cost Auditors for the Financial Year 2026-27**

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

   "**RESOLVED THAT** subject to such guidelines as stipulated by the statutory authorities, the appointment of M/s. Shome and Banerjee, Cost Accountants as Cost Auditors of the Company to audit the cost records maintained by the Company for the Financial Year 2026-27, at a remuneration to be mutually agreed upon, be and is hereby ratified;

   RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may considered expedient and necessary in this regard with the power to delegate any of such authority to any officer of the Company as decided by it."

3. **Re-appointment of Mr. Ajoyendra Mukherjee (DIN:00350269) as an Independent Director**

   To re-appoint Mr. Ajoyendra Mukherjee (DIN: **00350269**) as an Independent Director and in this regard to consider and if thought fit, to pass, the following resolution as **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ajoyendra Mukherjee (DIN: 00350269), who was appointed as an Independent Director at the 14th Annual General Meeting of the Company held on 6th August 2021 for a term of 5 (five) consecutive years being eligible for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company and to hold office for a second term of five consecutive years commencing from 22nd January, 2026, not liable to retire by rotation."

4. Appointment of Mr. Tapan Ray (DIN: 11632489) as a Director (Non-Executive Independent)

To consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution**:

"**RESOLVED THAT** Mr. Tapan Ray (DIN: 11632489), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 20th April 2026 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director (Non-Executive Independent) of the Company;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may considered expedient and necessary in this regard with the power to delegate any of such authority to any officer of the Company as decided by it."

By Order of the Board of Directors

Chandra Sekhar Adhikary
Company Secretary
Membership No.: 21689

Place: Kolkata
Date: 8th May 2026

<u>NOTES:</u>

1. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company. The proxies, in order to be valid and effective, should be received at the registered office of the Company not later than <u>forty-eight (48) hours</u> before the commencement of the AGM.**

   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. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.

3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the AGM is annexed hereto.

4. Members are requested to bring their attendance slip along with their copy of Annual Report to the AGM.

5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from 26th June 2026 to 2nd July 2026. (both days inclusive).

6. Members holding shares in physical mode are requested to intimate changes in their address along with the supporting documents either to the Compliance Officer of the Company or to the Registrar and Share Transfer Agents, M/s. MUFG Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikroli, West Mumbai – 400083.

7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M. upto the date of the AGM.

8. Members desiring any relevant information on the accounts at the AGM are requested to write to the Company well in advance to ensure that such requests reach the Company at least **seven (7) days** before the date of the AGM, to enable the Company to have the information ready.

9. 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 the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection at the Company's Registered Office during business hours on all working days between 11.00 A.M. and 1.00 P.M. upto the date of AGM.

10. Mr. A. K. Labh, Practising Company Secretary (FCS-4848 / CP-3238) of M/s A. K. LABH & Co., Company Secretaries, Kolkata has been appointed as Scrutinizer for conducting both the physical and e-voting process in a fair and smooth manner and he will be submitting his report not later than three days from the conclusion of the AGM.

11. The route map to the venue of the meeting is separately attached for the convenience of the members to attend the meeting.

12. The instructions for shareholders voting electronically are as under:
    (i) The voting period begins on 29th June 2026 at 9.00 A.M. and ends on 1st July 2026 at 5.00 P.M. During this period shareholders of the Company holding shares in physical form as on the cut-off date (record date) of 25th June 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at **https://web.cdslindia.com /myeasi/Registration/Easi Registration.** 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e- Voting link available on **www.cdslindia.com** home page or click on **https://evoting.cdslindia.com/Evoting/EvotingLogin**. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices. nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e- Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at toll free no.**1800 210991**
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.co.in** or call at toll free no.: **022-48867000** and **022-24997000**.

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form:

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID:

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the **first two letters of their name and the 8 digits of the sequence number in the PAN field**. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. **Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.**
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- After entering these details appropriately, click on "SUBMIT" tab.

- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- Click on the EVSN for the relevant Company Name on which you choose to vote.

- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Note for Non- Individual Shareholders and Custodians

- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to mandatorily send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at his mail-id aklabhcs@gmail.com or to the Company at secretarial@amalgamated.in, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same. Please note that in case of Non-Individual Shareholders (except HUF), furnishing of the Board Resolution/Authority Letter or Power of Attorney, in any mode as mentioned hereinabove is mandatory and in the absence of it, the vote would be considered invalid by the Scrutinizer.

Process for shareholders whose email/mobile numbers are not registered with the company/depositories:

- For Physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- For Demat shareholders – Please update your email id & mobile number with your respective Depository Participant (DP).

- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-22-5533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800-22-5533.

13. The members attending the meeting may opt for exercising vote through physical ballot as will be provided at the venue. However, vote cast through physical ballot will be rejected if the member had already exercised his vote through e-voting and in this situation the vote cast through e-voting will prevail. Members are encouraged to opt for e-voting for a paperless process.

14. The members are requested to abide by the safety norms, maintain safe distance and stay healthy.

By Order of the Board of Directors

Chandra Sekhar Adhikary
Company Secretary
Membership No.: 21689

Place: Kolkata
Date: 8th May 2026

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 2 – Ratification of Cost Auditor's Appointment and Remuneration

The proposal for re-appointment of Cost Auditors for the Financial Year 2026-27 was recommended by the Audit Committee to the Board. It was proposed to re-appoint M/s. Shome and Banerjee, Cost Accountants (Reg. No. 001) as the Cost Auditors with a remuneration of Rs.3,50,000/- (Rupees Three Lakhs Fifty Thousand only). A certificate issued by the above firm regarding their eligibility for appointment will be available for inspection at the registered office of the Company between 11.00 A.M. to 1.00 P.M. and shall also be available at the time of the AGM.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the appointment and remuneration payable to the Cost Auditors needs to be ratified by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the Ordinary Resolution set out in Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 2 of the Notice for approval by the shareholders.

Item No. 3 – Re-appointment of Mr. Ajoyendra Mukherjee as an Independent Director

Mr. Ajoyendra Mukherjee (DIN: 00350269) was appointed by the Board as an Additional Director on 22nd January, 2021 for a period of five years and thereafter re-appointed for a further term of five years at the Board Meeting of APPL held on 14th October, 2025. Mr. Mukherjee completed his B.E. in Electrical & Electronics Engineering from BITS Pilani in 1980. He joined Tata Consultancy Services, a leading global IT services, consulting and business solutions organization, immediately after his graduation from BITS and has gone on to become the Executive Vice President & Global Head of Human Resources. He headed the India and Middle East & Africa (MEA) markets for TCS.

During his 38 years career in TCS, Mr. Mukherjee has worked in diverse roles and a variety of technical platforms and has led the delivery of a number of challenging programs for TCS customers world-wide. He has played a key role in several landmark projects in Banking & Financial Services, Utilities, Manufacturing and Government. Mr. Mukherjee has played a key role in scaling up TCS to over 394,000 professionals and ensuring that the global human resources function is continuously responding to the challenges and opportunities of a dynamic industry. Under his able guidance at an overall level, the focus on training resulted in over 247,000 employees getting trained on digital technologies, and 208,000 employees trained on Agile methodologies.

Mr. Mukherjee also headed the TCS CSR function. Under his leadership TCS earned a place in the Global Dow Jones Sustainability Index (DJSI) for the fifth consecutive year, and in FTSE4 Good's Emerging Index.

The Company has received consent in writing from Mr. Ajoyendra Mukherjee to act as a Director in Form DIR – 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Ajoyendra Mukherjee is re-appointed as Independent Director of the Company.

Save and except Mr. Ajoyendra Mukherjee and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item no. 3 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 3 of the Notice for approval by the shareholders.

Item No. 4 – Appointment of Mr. Tapan Ray as Director (Non-Executive Independent)

The Board of Directors of the Company through resolution passed in their meeting held on 20th day of April 2026 has appointed Mr. Tapan Ray (DIN: 11632489) as Additional Director of the Company till the date of the next Annual General Meeting. Accordingly, in terms of the provisions of the Companies Act, 2013, approval of the Members of the Company is required for regularization of Mr. Tapan Ray as Director of the Company.

Mr. Tapan Ray is an Economics Graduate from Shriram College of Commerce, Delhi University and a Chartered Accountant by profession. He is a Certified Coach, having completed a certificate course in Coaching from Cambridge University, UK and a Member of the Association for Coaching, UK. He further completed Executive Development Programmes with INSEAD and London Business School.

Mr. Ray retired as a Partner from PwC wherein he held significant leadership roles including leading the Risk Assurance practice in Western and Eastern India. Served as the **Global Relationship Partner** for PwC's only Global Priority Account from India—a major transnational Indian Group—for over a decade. Acted as an advisor to **C-Suite executives** and worked on various projects related to **Corporate and Board Governance**. He has an extensive experience of 40 years (approx.) in the Assurance and Risk Assurance space. He Possesses significant international professional experience, having worked across **India**, **Australia**, **UK**, **USA**, **Thailand**, **Nepal**, **Sri Lanka**, **and Bangladesh**. Within India, he has operated out of PwC's **Calcutta**, **Delhi**, **and Mumbai** offices.

Other Details

- **Age :** 64 years
- **Date of First Appointment on Board :** 20th April 2026
- **Shareholding in the Company** : NIL
- **Relationship with other Directors/KMP :** NIL
- **Directorships/Committee Memberships in other Companies** : NIL

The Nomination and Remuneration Committee of the Company has recommended the appointment of Mr. Tapan Ray (DIN: 11632489) as a Director on the Board of the Company. The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and vast experience, his association would be very beneficial to the Company, and it is desirable to appoint him as a Director.

None of the Directors of the Company, except Mr. Tapan Ray, is concerned or interested in the resolution.

The Board recommends the Ordinary Resolution set out in Item No. 4 of the Notice for approval by the shareholders.

By Order of the Board of Directors

Chandra Sekhar Adhikary
Company Secretary
Membership No.: 21689

Place: Kolkata
Date: 8th May 2026