

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

Registered Office : 16, Hare Street, Kolkata - 700 001

Phone : 033-2248-2391/2/3 • Fax : 033-2248 9382

Website : www.longviewtea.org • E-mail : info@longviewtea.org

NOTICE

Notice is hereby given that the Annual General Meeting of the shareholders of the Longview Tea Company Limited will be held at Committee Room of Calcutta Chamber of Commerce at 18H, Park Street, Kolkata 700071 on Friday, the 14th September, 2018 at 10.30 a.m. to transact the following businesses:-

Ordinary Business:

1. To consider and adopt the Financial Statements of the Company for the financial year ended on 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Yashwant Kumar Daga (DIN: 00040632) who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. To approve continuation of directorship of Shri Pradip Kumar Daga, Non-Executive Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

“RESOLVED THAT pursuant to newly inserted Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or enactment thereof for the time being in force) read with the applicable Rules, consent of the Company be and is hereby accorded for continuation of the directorship of Shri Pradip Kumar Daga, Non- Executive Director of the Company, who has attained the age of 81 years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all steps as may be necessary, proper and expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith and incidental thereto including filing of the necessary forms with the concerned Registrar of Companies.”

4. To approve investments, loans or guarantee limit upto Rs. 55 crores under section 186 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with our without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the consent of the Company be and is hereby accorded to the Board to give loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate and to make investment and acquire by way of subscription, purchase or otherwise the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.55 crores (Rupees Fifty Five Crores), notwithstanding that the aggregate amount of the loan, investments and guarantee so far made along with the investments, loans, guarantee or security proposed to be made or given by the Board exceeds the limits/may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment, loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution”

By Order of the Board

Place: Kolkata

Date: 28th May, 2018

Nikita Puria
Company Secretary

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting and Relevant details of the Director seeking re-appointment, as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 is annexed to this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A person holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person can not act a proxy for any person or shareholder. A Proxy form is sent herewith

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 08/09/2018 to 14/09/2018 (both days inclusive) for annual closing.
4. Members are requested to send all their correspondence to the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Private Limited. For any communication, the shareholders may also send requests to email ids: mdpldc@yahoo.com and info@longviewtea.org.
5. Members are requested to notify change in address, if any, immediately to the above referred Registrar quoting their Folio numbers.
6. In terms of circulars issued by The Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of Permanent Account Number Card (PAN Card) to the Company or its Registrars and Transfer Agents in cases of Transfer of shares, Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN Card for all the above mentioned transactions.
7. Notice of the AGM, Attendance Slip and Proxy form along with the Annual Report for 2017-18 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participants(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent in the permitted mode.
8. Members seeking any information are requested to write to the Company at least 7 days before the Meeting, so as to enable the Management to keep the information ready at the meeting.
9. Members/Proxies should bring the attendance slip sent herewith duly filled in for attending the meeting.
10. Members may please note that no gifts are proposed to be distributed at the Meeting.
11. Notice of the Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.longviewtea.org. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of "remote e-voting" (voting from a place other than the venue at AGM) to exercise their right to vote on all the resolutions set forth in this notice. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
2. The facility for E-voting through electronic voting system or through ballot paper shall also be made available at the venue of the AGM and the members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be able to cast their vote again at the AGM.

3. Shri Pravin Kumar Drolia, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and submit, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
5. The results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.longviewtea.org) and on the website of CDSL (www.evotingindia.com) after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") where the shares of the Company are listed.
6. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 07/09/2018.
7. The instructions for shareholders voting electronically are as under:
 - (i) The remote E-voting period begins on 11/09/2018 at 9.00 A.M. and ends on 13/09/2018 at 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) of 07/09/2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P M on 13/09/2018.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iii) Click on "Shareholders" tab.
 - (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two characters of their name and the eight digit 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 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 or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If both details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field .as mentioned in instruction (vii)

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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Longview Tea Company Limited" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app e-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians:
- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board

Place: Kolkata
Date: 28th May, 2018**Nikita Puria**
Company Secretary

ANNEXURE TO THE NOTICE
STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.3

Securities and Exchange Board of India vide its notification dated 9th May, 2018 has amended the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Among others, SEBI has amended the Regulation 17 whereby after the existing regulation 17(1) new regulation 17 (1A) has been inserted which provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Shri Pradip Kumar Daga, aged 81 years is an eminent Industrialist having vast Industrial experience of more than 60 years particularly in Tea, Textile, Spinning, Renewable Power and Engineering. The Board feels that continuation of Shri Pradip Kumar Daga as Non-Executive Director of the Company will lead to better growth and development. It is therefore, proposed to continue the directorship of Shri Pradip Kumar Daga.

Accordingly the approval of the members is being sought to the continuation of directorship of Shri Pradip Kuma Daga, Non-Executive Director of the Company as set out in item No. 3 of the Notice.

Except Shri Yashwant Kumar Daga, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Item No.4

Pursuant to the provisions of Section 186 of the Companies Act, 2013, no company can make loans, give guarantee or provide security in connection with the loan, or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of the limits laid down under the Act unless authorised by a special resolution passed in general meeting and in order to enable the Company to invest further, it is considered necessary to obtain the approval of the members to make investment or give loan, guarantee, or provide security, for an amount not exceeding Rs. 55 crores, under the provisions of the Companies Act, 2013.

The Board recommends passing the special resolution as set out in item no.4 of the Notice.

None of the Director and Key Managerial Personnel of the Company and their relatives, is concerned or interested financially or otherwise in the above resolution set out at item No. 4 except in the ordinary course of business.

By Order of the Board

Place: Kolkata
Date: 28th May, 2018

Nikita Puria
Company Secretary

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

Details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting fixed on September 14, 2018 as required under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereunder:

Name of the Director	Shri Yashwant Kumar Daga
Director Identification Number (DIN)	00040632
Date of Birth	07/03/1961
Date of Appointment	01/01/1992
Qualification	B.Com (Hons.)
Experience in specific functional areas	Industrialist with rich and varied experience of more than 25 years, particularly in Tea, Textiles, Spinning, Renewable Power and Engineering.
Directorship in other Companies	<ol style="list-style-type: none"> 1. Deepak Spinners Limited 2. Brua Hydrowatt Ltd. 3. Contransys Pvt. Ltd. 4. Deepak Gears Limited 5. Merlin Holdings Pvt. Ltd. 6. Narsingh Holdings Pvt. Ltd. 7. Solding Hydrowatt Pvt. Ltd. 8. HGI Industries Limited 9. Mint Investments Limited 10. Deepak Industries Limited 11. Magadh Sugar & Energy Limited
Chairmanship/ Membership of Committees of other Companies in which he is a Director#	<ol style="list-style-type: none"> 1. Deepak Spinners Limited Audit Committee – Member Stakeholders’ Relationship Committee – Member 2. HGI Industries Limited Audit Committee – Member Stakeholders’ Relationship Committee – Member 3. Mint Investments Limited Audit Committee – Member Stakeholders’ Relationship Committee - Member 4. Magadh Sugar & Energy Limited Audit Committee – Member Stakeholders’ Relationship Committee – Member 5. Deepak Industries Limited Audit Committee- Member
No. of shares held in the Company	127000 shares
Relationship between Directors interse (as per Companies Act, 2013)	Related to Shri Pradip Kumar Daga as Son

Committee positions only of Audit Committee and Stakeholders Relationship Committee in Public Companies have been considered.

LONGVIEW TEA COMPANY LIMITED

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Phone No. 033-2248-2391/2/3, Fax No. 033-2248-9382

ATTENDANCE SLIP

Only shareholders or the proxies will be allowed to attend the meeting

D. P. ID*

Folio No

Client ID*

Number of

Shares held

I/ We hereby record my/our presence at the Annual General meeting of the Company for 2017-18 being held on Friday, the 14th September, 2018 at 10.30 a.m.

Signature of shareholder : (1) (2) (3)

Signature of Proxy holder :

*Applicable for investors holding shares in electronic form.

Note : Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

PROXY FORM

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

CIN : L15491WB1879PLC000377
Name of the company : **LONGVIEW TEA COMPANY LIMITED**
Registered Office : 16, Hare Street, Kolkata-700001

Name of the Member(s)	
Registered Address	
Email ID	
Folio No/Client ID	
DP ID	

I / We, being the member(s) holding Equity shares of the above named company, do hereby appoint:

- Name Address.....
Email Id Signature.....Or failing him
- Name..... Address.....
Email Id..... Signature.....Or failing him
- Name..... Address.....
Email Id..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/ our behalf at the Annual General Meeting of the Company for 2017-18, to be held on Friday, the 14th September, 2018 at Committee Room of Calcutta Chamber of Commerce at 18H, Park Street, Kolkata - 700 071 at 10.30 a.m.

Route Map



and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Business				
1.	To Consider and adopt Audited Financial Statements as on 31st March, 2018 and, Reports of the Board of Directors and Auditors thereon.			
2.	Re-appointment of Shri Yashwant Kumar Daga (DIN:00040632) who retires by rotation, and being eligible, offers himself for re-appointment			
Special Business				
3.	Continuation of the directorship of Shri Pradip Kumar Daga, Non- Executive Director of the Company.			
4.	Approve investments, loans or guarantee limit upto Rs.55 crores under section 186 of the Companies Act, 2013			

Signed this.....day of2018

Signature of the shareholder

Signature of the Proxy Holder

Affix
Revenue
Stamp

Notes :

1. **This form of proxy in order to be effective should be completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.**
 2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
 3. It is optional to put a 'x' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.