

Date of Entry 15/10/2014

LONGVIEW TEA COMPANY LIMITED

MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF LONGVIEW TEA COMPANY LIMITED HELD AT COMMITTEE ROOM OF CALCUTTA CHAMBER OF COMMERCE, 18H PARK STREET, KOLKATA-700 071.ON THURSDAY, THE 25TH SEPTEMBER 2014 AT 10.30 A..M

PRESENT

Shri Pradip Kumar Daga, Chairman and also a shareholder.
Shri Durga Prasad Birla, Director (Chairman of Audit Committee and Chairman of Nomination & Remuneration Committee of the Board of Directors)

ALSO PRESENT :

111 shareholders as per the attendance sheet.
11 Proxy for 3640 shares were received

CHAIRMAN

Shri Pradip Kumar Daga, Chairman Director took Chair. The Chairman then welcomed the shareholders to the Annual General Meeting.

QUORUM

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

NOTICE

With the consent of the shareholders present, the notice convening the Meeting was taken as read.

AUDITORS' REPORT

On being requested by shareholders and with the consent of all the members present, the Auditors' Report was also taken as read.

PLACEMENT OF STATUTORY RECORDS

The required statutory records under the Companies Act, 2013 were produced and kept open and accessible throughout the meeting.

CHAIRMAN'S STATEMENT

Good morning, ladies and gentlemen, a warm welcome to each one of you to the this Annual General Meeting of the Company. The Directors' Report and Audited Accounts for the year 2013-14 are already with you and with your permission, I hope, you have had time to read them.

Your Company is engaged in the in the trading of tea and ferrous metals and surplus funds generated from such activity is deployed in suitable investment from time to time. The current year's performance is expected to be line as that of the previous year.

I would like to take this opportunity to express my gratitude to all our stakeholders, including customers, suppliers, bankers, employees, shareholders and various government authorities for their unceasing confidence and support.

ELECTRONIC VOTING FACILITY

Shri S Krishnan, Company Secretary updated the members about electronic voting facility stating that the Company had provided the facility of electronic voting and physical ballot form by post for all ten resolutions proposed at this AGM under the provisions of Companies Act, 2013 and Rules made there under. The electronic voting completed on 30th August, 2014. The Scrutinizer, Ms. Mamta Binani, Practicing Company Secretary, appointed for the purpose, has already given her report (a copy of which is reproduced at the end) and according to the result of electronic voting and physical ballot forms received by post, all ten

RESOLUTION NO.2

RE-APPOINTMENT OF SHRI YASHWANT KUMAR DAGA

Resolved that Shri Yashwant Kumar Daga, Director, (DIN No. 00040632), who retires by rotation and being eligible for re-appointment be and is hereby re-appointed director of the company whose office shall be liable to determined by rotation.

Proposed as an ordinary resolution by Shri Madhusudan Dey

Seconded by Shri Sushanta Datta

Results of voting announced by the Chairman.

For- 1315759 shares

Against – 100 shares

Result – Declared carried by requisite majority

RESOLUTION NO.3

RE-APPOINTMENT OF AUDITORS FOR THE CURRENT YEAR

Resolved that pursuant to section 139 and other applicable provisions of the Companies Act, 2013, M/s. Lodha & Co., Chartered Accountants (Firm's Registration No 301051E) be and is hereby re-appointed statutory auditors of the Company from the conclusion of this Annual General meeting to conclusion of the next Annual general meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company in consultation with the said Auditors.

Proposed as an ordinary resolution by Shri Sujit Kumar Sarkar

Seconded by Shri Tarun Kumar Ghosh

Results of voting announced by the chairman.

For- 1315859 Shares

Against – nil share

Result – Declared carried by requisite majority

RESOLUTION NO.4

APPOINTMENT OF SHRI DURGA PRASAD BIRLA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

“Resolved that pursuant to provisions of Section 149, 150 , 152 and any other applicable provisions of the Companies Act, 2013 and rules made there under(including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 , Shri Durga Prasad Birla, (DIN 00066622) Director of the company be and is hereby appointed as Independent Director to hold office for a term of Five consecutive years from 1st October 2014 to 30th September, 2019 and who shall not be liable to retirement by rotation.”

Proposed as an ordinary resolution by Shri Priyajit Kumar Sett

Seconded by Shri Satya Narayan Pal

Results of voting announced by the Chairman.

For- 1315859 shares

Against - nil share

Result – Declared carried by requisite majority

RESOLUTION NO.5

APPOINTMENT OF SHRI MANOJ KUMAR AGRAWAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Resolved that pursuant to provisions of Section 149, 150 , 152 and any other applicable provisions of the Companies Act, 2013 and rules made there under(including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 , Shri Manoj Kumar Agrawal, (DIN 00067194) Director of the company be and is hereby appointed as Independent Director to hold office for a term of Five

consecutive years from 1st October 2014 to 30th September, 2019 and who shall not be liable to retirement by rotation.'

Proposed as an ordinary resolution by Shri Shyam Sunder Bhattacharjee

Seconded by Shri K L Mallick

Results of voting announced by the Chairman.

For- 1315759 shares

Against - 100 share

Result - Declared carried by requisite majority

RESOLUTION NO.6

BORROWING POWERS UPTO RS. 25 CRORES OVER AND ABOVE THE AGGREGATE OF THE PAID UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY.

"Resolved that in supersession of all earlier resolutions passed under Section 293(1)(d) of The Companies Act, 1956 and pursuant to section 180(1)© of The Companies Act, 2013 and rules made there under(including any statutory modification(s) or reenactment thereof for the time being in force) consent of the company be and is hereby accorded to the Board of Directors of the company to borrow such sum or sums of monies in any manner from time to time as may be required for the purpose of businesses of the company with or without security and upon such terms and conditions as they may think fit, notwithstanding the monies to be borrowed together with monies already borrowed by the company(apart from temporary loans, if any, obtained or to be obtained from the company's bankers in the ordinary course of business) may exceed the aggregate of he paid up capital of the company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 25,00,00,000/- (Rupees Twenty Five crores) over and above the aggregate of the paid up capital of the company and its free reserves".

Proposed as a Special Resolution by Shri Sujit Pal

Seconded by Shri Jyoti Prakash Chunder

Results of voting announced by the Chairman.

For- 1315759 shares

Against - 100 share

Result - Declared carried by requisite majority

RESOLUTION NO.7

CREATION OF CHARGES AND / OR MORTGAGES AND HYPOTHECATIONS ETC. UPTO THE AMOUNT LENT BY THE LENDERS OVER AND ABOVE THE AGGREGATE OF THE PAID UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY.

" Resolved that in supersession of all earlier resolutions passed under Section 293(1)(a) of The Companies Act, 1956 and pursuant to section 180(1)(a) of The Companies Act, 2013 and rules made there under(including any statutory modification(s) or reenactment thereof for the time being in force), consent of the company be and is hereby accorded to the Board of Directors of the company(hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution and the power to delegate such authority to any person(s)) to create such charges and/or mortgages and hypothecation on such terms and conditions and at such time and in such form and manner and with such ranking as to priority as it may think fit, on any of the company's movable and immovable properties and assets , present and future, comprised in any undertaking or undertakings of the company as the case may be, in favour of the Lenders viz.. Financial/ Investment Institutions, Bank or Banks etc to secure the repayment of loans/borrowings to be sanctioned

by them from time to time for a sum not exceeding Rs. 25,00,00,000/= (Rupees Twenty Five Crores) over and above the aggregate of the paid up capital of the company and its free reserves (apart from temporary loans, if any, obtained or to be obtained from the company's bankers in the ordinary course of business) as per the approval of the shareholders under section 180(1)(c) of the Companies Act, 2013 and inclusive of interest at the respective agreed rates and all other costs, charges and expenses and all monies payable by the company in respect of such loans/borrowings as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders.

Resolved further that Board of Directors of the company be and is hereby authorized to:

- (a) Finalize with the lenders, agreements and other documents if any, necessary for creating the mortgage/s and/or charge(s), hypothecation(s) as aforesaid and to accept any modification(s) to or modify, alter or vary the terms and conditions of the aforesaid documents and
- (b) Do all such acts, deeds, matters and things and to execute all such documents, deeds giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the company. "

Proposed as a Special Resolution by Shri Amit Kumar Banerjee

Seconded by Shri Asish Bardhan Guha

Results of voting announced by the Chairman.

For- 1315759 shares

Against - 100 share

Result - Declared carried by requisite majority

The Chairman thanked the shareholders and declared that the proceedings of the meeting are concluded.

There being no other business, the meeting terminated with a vote of thanks to the Chair.

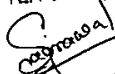
A copy of Scrutinizer's report furnished to the Chairman from which results of electronic voting was announced was available at the meeting.

Date: 15/10/2014

Pradip Kumar Daga
Chairman of the Meeting
Din No.00040692

Certified True Copy

For LONGVIEW TEA COMPANY LTD.


Chief Financial Officer