

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 - 700 071, on Thursday, the 25th September, 2014 at 10.30 am. to transact the following business :

Ordinary Business :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors of the Company 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 reappointment.
3. To appoint Auditors and to fix their remuneration.

Special Business :

4. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution** :
“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.”
5. To consider and if thought fit to pass the following resolution as an **Ordinary Resolution** :
“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.”
6. To consider and if thought fit to pass the following resolution as a **Special Resolution** :
“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)(c) 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 business 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 the 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”.

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

7. To consider and if thought fit to pass the following resolution as a **Special Resolution** :

“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) Finalise 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 and instruments in writing as may be required , incidental to and / or expedient for 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.”

By order of the Board
For Longview Tea Company Limited
Yashwant Kumar Daga
Director

Dated : 30th May, 2014

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Register of Members and Share Transfer Books will remain closed from 22/09/2014 to 25/09/2014 (both days inclusive).
3. Members are requested to notify any change in their address recorded with the Company to the Registrar & Transfer Agent M/s. Maheshwari Datamatics Private Limited, 6, Mangoe Lane, 2nd Floor, Kolkata-700 001 Phone No. 033-2243-5029/5809, Fax : 033-2248-4787, E-Mail: mdpl@cal.vsnl.net.in.
4. All documents referred to in the notice and explanatory statement to this notice are open for inspection of members at the Registered office of the Company during office hours on all working days except Saturday between 11.00 A M to 5.00 P M up to the date of Annual General Meeting.

5. Members are requested to send their queries on the Accounts at least 7 days in advance for a proper response to their queries during the meeting.
6. Members are requested to get their shareholdings in the Company dematerialized for proper communication with them. Members are also requested to furnish their email address to their respective DP to enable the Company to communicate electronically and send their consent for the same to the Company's Registrar and/or to the Company.
7. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed herewith.
8. Details under clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment /reappointment at the Annual General Meeting forms part of this notice. The Directors have furnished the requisite declarations for their appointment/reappointment.
9. Electronic copy of the Annual Report will be sent to members in future whose email Id are registered with company/depository participant(s) for communication purposes unless any member requests for a physical copy of the same. Positive consent letter is attached to the notice being sent to the members for giving consent to receive documents in electronic mode.
10. In future electronic copy of the Notice of General Meetings of the company indicating the process and manner of e-voting along with Attendance slip and Proxy form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
11. Members may also note that the notice of this Annual General Meeting and the Annual Report 2013-2014 will also be available on the company's website www.longviewtea.org for being downloaded. 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 till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication the shareholders may also send request to the company's email id: info@longviewtea.org.
12. The shareholders of the Company should note the following instructions in relation to e-voting.
13. The company has connectivity with both NSDL and CDSL under ISIN no. INE69E01019.

E-VOTING

E-Voting Procedure

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e-voting facility as an alternate mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in this notice of Annual General Meeting of the Company.

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "LONGVIEW TEA COMPANY LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

- (v) 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. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in 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)	
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.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and FOLIO number in the PAN field. In case the FOLIO number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramesh Kumar with FOLIO number 1 then enter RA00000001 in the PAN Field.

please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant < LONGVIEW TEA COMPANY LIMITED > on which you choose to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. They should submit a scanned copy of the

Registration form bearing the stamp and sign of the entity. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- (xviii) The voting period begins on 19/09/2014 (10.00 A.M.) and ends on 21/09/2014 (6.00 P.M.) During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as of the cut-off date (record date) of 16/08/2014, may cast vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of shareholders 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 16/08/2014.
- III A copy of this notice has been placed on the website of the company and website of CDSL.
- IV. Smt Mamta Binani, Practicing Company Secretary (Certificate of Practice No. 2598) has been appointed as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of two (2) witnesses not in the employment of the company and make a Scrutinizer's report of the votes cast in favour or against, if, any forthwith to the Chairman.
- VI The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.longviewtea.org and on the website of CDSL within two (2) days of the passing of the resolutions at the AGM of the Company and communicated to Stock Exchanges where the shares are listed.

Physical Voting by Ballot Form

1. In case of those members, who do not have access to e-voting facility, they can use the Ballot form sent herewith or can be downloaded from our website www.longviewtea.org and convey their assent / dissent to each one of the items of business to be transacted at the ensuing AGM.
2. A Member desiring to exercise vote by physical ballot form may complete this Ballot form and send it to the Scrutinizer in the enclosed postage pre-paid Self Addressed Business Reply Envelope. Envelopes containing ballot forms, if sent by courier at the expense of the Member will also be accepted.
3. The Scrutinizer's decision on the validity of Ballot form will be final.
4. If a shareholder has opted for Physical Ballot Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical Ballot form and e-voting, then vote cast through e-voting shall be considered, and vote cast through Ballot form subject to the form being found to be valid shall be treated as invalid.
5. The Scrutinizer shall make a Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman.
6. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.longviewtea.org and on the website of CDSL within two (2) days of the passing of the resolutions at the AGM of the Company and communicated to Stock Exchanges where the shares are listed.

By Order of the Board

Yashwant Kumar Daga
Director

Place : Kolkata
Date : 30th May, 2014

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Relating to item No.4

Shri Durga Prasad Birla , currently an Non Executive Director and named as Independent Director of the Company pursuant to clause 49 of the listing agreement has served the Company as such director for more than five years. He has many decades of experience in Trading and Exports. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Shri Durga Prasad Birla, being eligible, is proposed to be appointed as Independent Director for a term of five consecutive years from 1st October, 2014 to 30th September, 2019.

A declaration has been received from Shri Durga Prasad Birla stating that he meets the criteria of independence as provided in section 149 of the Companies Act, 2013.

In the opinion of the Board Shri Durga Prasad Birla, fulfills the conditions specified in the Companies Act, 2013 and rules made there under and he is independent of the management of the Company.

Copy of the draft letter for appointment of Shri Durga Prasad Birla as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered office of the company during normal business hours between 11 am to 5 pm on any working day excluding Saturday.

The Board recommends his appointment to the shareholders of the Company by ordinary resolution.

The Brief resume of Shri Durga Prasad Birla has been provided in the annexure to this notice

Except Shri Durga Prasad Birla, being an appointee, none of the directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

Relating to item No.5

Shri Manoj Kumar Agrawal is currently a Non Executive and Independent Director of the Company as per clause 49 of the listing agreement and has served the Company as such director for more than five years. He is eligible to be appointed as independent director under section 149 and other applicable provisions of the Companies Act, 2013. He is a Practicing Chartered Accountant and has wide exposure and many years of experience in the fields of Audit, Taxation, Company Law and Corporate matters. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Shri Manoj Kumar Agrawal, is proposed to be appointed as Independent Director for a term of five consecutive years from 1st October, 2014 to 30th September, 2019.

A declaration has been received from Shri Manoj Kumar Agrawal stating that he meets the criteria of independence as provided in section 149 of the Companies Act, 2013.

In the opinion of the Board Shri Manoj Kumar Agrawal, fulfills the conditions specified in the Companies Act, 2013 and rules made there under and he is independent of the management of the Company.

Copy of the draft letter for appointment of Shri Manoj Kumar Agrawal as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered office of the company during normal business hours between 11 am to 5 pm on any working day excluding Saturday.

The Board recommends his appointment to the shareholders of the Company by ordinary resolution.

The Brief resume of Shri Manoj Kumar Agrawal has been provided in the annexure to this notice.

Except Shri Manoj Kumar Agrawal, being an appointee, none of the directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

Relating to item No. 6 & 7

Taking into consideration the projected activities your Board of Directors have estimated that a sum of ₹ 25,00,00,000/=(Rupees Twenty Five Crores only) would be required to finance the projected activities from time

to time and the cited amount is proposed to be mobilized by way of loans from banks/financial institutions/ entities as per requirements in one or more tranches. The proposed borrowings being in phased manner it is expected that even with the proposed borrowings, the debt equity ratio of the company shall be within reasonable limits.

The proposed borrowings of the company may, subject to requirement, be secured by way of charge/mortgage on immovable and/or hypothecation of movable properties of the company both present and future , as may be agreed with the concerned Financial/ Investment Institutions, bank or banks / entities etc .

Section 180(1)(c) of The Companies Act, 2013 stipulates that the Board of Directors shall not borrow money in excess of the paid up capital and free reserves (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) except with the consent of the company through Special Resolution. The proposed borrowing being in excess of the paid up capital and free reserves , your consent is being sought for the same. Furthermore, the mortgage / hypothecation of the properties would attract the provisions of section 180 (1)(a) and therefore, it is necessary to take your approval for the same.

In view of the aforesaid and in supersession of all earlier resolutions and as required by sections 180(1)(c) and 180(1)(a) respectively of The Companies Act, 2013 the Board of Directors recommends the resolution no. 6 & 7 respectively for your approval by way of special resolution .

None of the directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in these resolutions.

Registered Office :

16, Hare Street,
Kolkata - 700 001
Dated : 30th May, 2014

By order of the Board
For Longview Tea Company Limited
Yashwant Kumar Daga
Director

Details of Directors seeking appointment/reappointment at the ensuing Annual General meeting fixed for 25/09/2014 as required under clause 49 of the Listing Agreement with Stock Exchange

Name of Director	Shri Yashwant Kumar Daga	Shri Durga Prasad Birla	Shri Manoj Kumar Agrawal
Date of Birth	07/03/1961	17/12/1926	15/04/1969
Date of Appointment	01/01/1992	07/09/2002	28/12/2005
Expertise in Functional Areas	Industrialist with varied experience over 27 years in Tea, Textiles, Spinning, Hydro Power and Engineering. Served on elected Committee of Tea Association of India and Indian Chambers of Commerce, Kolkata. Also served as Chairman of the Governing Body of Darjeeling Planters' Association besides being its elected member for many years.	Many decades of experience in Trading and Exports	Auditing, Taxation, Company Law and other Corporate matters.

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

List of other Directorship held	Brua Hydrowatt (P) Ltd. Contransys (P) Ltd. Deepak Gears Ltd. Deepak Spinners Ltd. Merlin Holdings (P) Ltd. Narsingh Holdings (P) Ltd. Solding Hydrowatt (P) Ltd. HGI Industries Ltd. Mint Investments Ltd. Oudh Sugar Mills Ltd.	Mangalam Products (P) Ltd. Daga Finvest (P) Ltd.	Agra Tradelink (P) Ltd. Agra Consult (P) Ltd. Nalban Infrastructure (P) Ltd. Abhimaan Tie Up (P) Ltd. Mathura Marketing (P) Ltd. Ganpati Plyboards (P) Ltd. DKC Consultant (P) Ltd. Rotex Commercial (P) Ltd. BankeBehari Plywood Industries (P) Ltd. Vanilla Suppliers (P) Ltd. Pigeon Vintrade (P) Ltd. Blue Water Mercantile (P) Ltd. Cavender Trading (P) Ltd. Devsmaran Traders (P) Ltd. Mahek Commodeal (P) Ltd.
Chairman/Member of the committees of the Board of other companies in which he is a Director *****	<u>Deepak Spinners Ltd</u> Audit committee Shareholders/Investors Grievance committee <u>HGI Industries Ltd</u> Audit committee Shareholders/Investors Grievance committee <u>Mint Investments Ltd</u> Audit committee Shareholders/Investors Grievance committee <u>Oudh Sugar Mills Ltd</u> Audit committee Shareholders/Investors Grievance committee	NIL	NIL
Number of shares held	112500	NIL	NIL
Relationship with Directors interse	Related to Shri Pradip Kumar Daga	NIL	NIL

***** Committee positions only of Audit Committee and Shareholders/investors Grievance Committee in Public Companies have been considered.

LONGVIEW TEA COMPANY LIMITED

Regd. Office : 16, Hare Street, Kolkata - 700001

CIN : L15491WB1879PLC000377

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

BALLOT FORM FOR VOTING ON RESOLUTIONS IN THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, THE 25TH SEPTEMBER, 2014 AT 10.30 AM.

1. Name(s) Registered Address
of the sole / first named Member
2. Name(s) of the
Joint Holder(s), If any
3. i) Registered Folio No.
ii) DP ID No. & Client ID No.
[Applicable to Members
holding shares in dematerialized form]
4. Number of Share(s) held

I/We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated 30th May 2014, by conveying my / our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below :

Sl. No.	RESOLUTIONS	No. of Shares	I/We assent to the Resolution (FOR)	I /We dissent to the Resolution (AGAINST)
ORDINARY BUSINESS				
1.	Ordinary resolution for adoption of Audited Financial Statements, Report of the Board of Directors and Auditors for the year ended 31-03-2014			
2.	Ordinary resolution for reappointment of Shri. Yashwant Kumar Daga as Director subject to retirement by rotation			
3.	Ordinary resolution for appointment of M/s. Lodha & Co., Chartered Accountants as Statutory Auditors .			
SPECIAL BUSINESS				
4.	Ordinary resolution for appointment of Shri Durga Prasad Birla as Independent Director under section 149 of the Companies Act, 2013 for a period of five years .			
5.	Ordinary resolution for appointment of Shri. Manoj Kumar Agrawal as Independent Director under section 149 of the Companies Act. 2013 for a period of five years.			
6.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding Rs. 25 crores over and above the aggregate of the paid up share capital and free reserves of the Company.			
7.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of security.			

Place :

Date :

Signature of the Member / Authorised Representative

- Notes :**
- (I) If you to cast your vote by e-voting, there is no need to fill up and sign this form
 - (II) Last date for receipt of Ballot Form; 21/09/2014 (6.00 PM.)
 - (III) Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

General Instructions

1. The notice of Annual General Meeting is dispatched/e-mailed to the members whose names appear on the Register of Members as on 16/08/2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.

Instructions for voting physically on Ballot Form

1. A Member desiring to exercise vote by Ballot Form should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Ms. Mamta Binani, Practicing Company Secretary on or before the close of working hours i.e. 6.00 p.m. on 21/09/2014. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the shareholders (as per the specimen signature registered with the Company /Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by Corporate and Institutional shareholders (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Ballot Form for every folio/Client id irrespective of the number of joint holders.
7. A Member may request for a duplicate Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the ballot form excepting giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the scrutinizer.
9. The Scrutinizer's decision on the validity of the Ballot Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Ballot Forms will be rejected.

LONGVIEW TEA COMPANY LIMITED

Regd.Office : 16, Hare Street, Kolkata-700001

CIN : L15491WB1879PLC000377

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

ATTENDANCE SLIP

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

Shareholders having
Shares in Demat Mode :

Shareholders holding
shares in Physical mode :

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 being held on Thursday the 25th September, 2014 at 10.30 am.

Signature of shareholder :

Signature of Proxy holder :

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) of 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.....

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

As my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company to be held on 25/09/2014 at 10.30 am. and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl. No.	Resolutions	For	Against
1.	Consider and adopt Audited Financial Statements, Report of the Board of Directors and Auditors		
2.	Reappointment of Shri Yashwant Kumar Daga, who retires by rotation, as Director.		
3.	Appointment of M/s. Lodha & Co., Chartered Accountants as Auditors and fixing their remuneration.		
4.	Appointment of Shri Durga Prasad Birla as Independent Director.		
5.	Appointment of Shri Manoj Kumar Agrawal as Independent Director.		
6.	Special Resolution for borrowing under section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs. 25 Crores over and above the aggregate of the paid up capital and free reserves of the company.		
7.	Special Resolution under section 180(1)(a) of the Companies Act, 2013 for creation of Security.		

Signed this.....day of2014

Signature of the shareholder

Signature of the Proxy Holder

Affix Revenue Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the company, not less than 48 hours before the commencement of the Meeting.

Longview Tea Company Limited

Annual Report
for the year ended 31st March, 2014

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

BOARD OF DIRECTORS

Pradip Kumar Daga (DIN : 00040692)
Yashwant Kumar Daga (DIN : 00040632)
Durga Prasad Birla (DIN : 00066622)
Manoj Kumar Agrawal (DIN : 00067194)

AUDITORS

Lodha & Co.
Chartered Accountants

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

REGISTRAR & SHARE

TRANSFER AGENT

Maheshwari Datamatics Pvt. Ltd.
6, Mangoe Lane, Kolkata - 700 001
Phone : 033-2243-5029/5809, 033-2248-2248
Fax : 033-2248-4787
E-mail : mdpl@cal.vsnl.net.in
mdpdc@yahoo.com

DIRECTORS REPORT**TO THE SHAREHOLDERS**

Your Directors are pleased to present the Annual Report together with the Audited Financial Statement of the Company for the year ended 31st March, 2014.

(Amount in Rs.)

FINANCIAL RESULTS	Year ended 31-03-2014	Year ended 31-03-2013
Profit/(Loss) before Tax	42,11,333	84,28,590
Less: Provision for Taxation	8,02,500	16,06,100
Profit after Tax	34,08,833	68,22,490
Balance of Loss brought forward from Previous year	(61,08,051)	(1,29,30,541)
Balance of Loss carried over	(26,99,218)	(61,08,051)

DIVIDEND :

In view of the accumulated losses, your Directors do not recommend for payment of any dividend on shares for the year ended 31st March, 2014.

REVIEW OF OPERATIONS :

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

DIRECTORS :

Mr. Yashwant Kumar Daga retires by rotation u/s 152 of The Companies Act, 2013 and offers himself for reappointment.

In terms of provisions of Section 149 of The Companies Act, 2013 and SEBI circular dated 17/4/2014 on Corporate Governance it is proposed to appoint Shri Durga Prasad Birla and Shri Manoj Kumar Agrawal , respectively , both Non Executive Directors at present holding office of Director as per erstwhile Companies Act, 1956, as Independent Director for a period of five years from 1st October, 2014 to 30th September, 2019.

AUDITORS AND AUDITORS REPORT :

The retiring auditors M/s Lodha & Company, Chartered Accountants , Kolkata retire at the conclusion of the ensuing Annual General Meeting and have offered themselves for reappointment. In terms of the provisions of section 139 of The Companies Act, 2013 read with Rule 6 of Companies (Audit and Auditors) Rules, 2014 the Board of Directors have resolved to recommend their reappointment as Statutory Auditors to the members at the ensuing Annual General Meeting.

The notes appended to the accounts and referred in the Report of the Auditors are all self explanatory and do not warrant any further explanation.

SECRETARIAL COMPLIANCE CERTIFICATE :

In terms of the General circular 8/2014 bearing no. 1/19/2013-CL-V dated 1/4/2014 of the Ministry of Corporate Affairs, the Secretarial Compliance Certificate issued by Practicing Company Secretary , in respect of financial year ended 31.03.2014, forming part of this Report, is annexed.

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION ANALYSIS REPORT :

A report on Corporate Governance for the financial year ended 31.03.2014 and Management Discussion and Analysis Report as per clause 49 of the Listing Agreement are attached and forms part of this report.

DIRECTORS RESPONSIBILITY STATEMENT :

Your Directors confirm:

1. That in the preparation of the Annual Accounts, the applicable accounting standards have been followed.
2. That the Directors have selected such policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the company at the end of the financial year and of the profit / loss of the company for the period.
3. That Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and detecting fraud and other irregularities.
4. That the Directors have prepared the annual accounts on a going concern basis.

ADDITIONAL INFORMATION :

Your company not being engaged in manufacturing operations, the particulars required under Section 217(1)(e) of The Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 are not applicable.

PARTICULARS REGARDING EMPLOYEES REMUNERATION :

As there was no employee drawing remuneration specified in Section 217(2A) of The Companies Act, 1956, the said particulars are not applicable.

LISTING FEES :

The shares of the company are listed in Bombay, Delhi and Calcutta Stock Exchange respectively and listing fees for the financial year 2014-2015 have been paid to the respective stock exchange.

ACKNOWLEDGEMENT :

Your Directors record their appreciation of the assistance and cooperation extended to the company by the bankers and other authorities. Your Directors are also thankful to all the employees for their devoted efforts.

For and on behalf of the Board

Pradip Kumar Daga (DIN 00040692)

Durga Prasad Birla (DIN 00066622)

Place : Kolkata

Yashwant Kumar Daga (DIN 00040632)

Manoj Kumar Agrawal (DIN 00067194)

Dated : 30th May, 2014

Directors

Directors

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The company is engaged in the business of trading in Tea and Ferrous Metals and the surplus funds generated from the said business being invested in different avenues to augment the financial position.

Industry Structure & Development

The company is presently engaged in the business of Tea Trading and Ferrous Metals and with the increase in population in the country the demand for tea is rising every year. The production of tea is dependent on the monsoon every year.

Outlook

The demand for Tea is improving in both domestic as well as foreign markets.

Risk and Concerns

For a trading company timely realization of the bills are major risk and high input cost , lack of skilled labour and transportation cost appear to be major concerns.

Internal Control System and Adequacy

The company has in place adequate internal control systems and procedures commensurate with the size and nature of business.

Financial Performance

This subject has been discussed and given in the Directors Report to members. Therefore it is requested that Directors Report and Annual Accounts for the year ended 31st March, 2014 may please be referred .

Human Resources

Labour relations remained cordial during the year under review. The number of employees in the company was four during the year.

REPORT ON CORPORATE GOVERNANCE for the year ended 31st March, 2014

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company believes in adopting the best practices in the area of Corporate Governance.

BOARD OF DIRECTORS

COMPOSITION, OUTSIDE DIRECTORSHIPS, AND ATTENDANCE AT THE BOARD MEETING

The Board of Directors of the Company consists of non executive Promoter Chairman and others non- executive Directors with fifty percent of the Directors being independent Directors, nominated interms of erstwhile clause 49 of the Listing Agreement with Stock Exchange.

Name of Director	Category	Directorship in other Companies*		No. of Membership/ Chairmanship of Board committees in other Companies	
		As Director	As Chairman-cum-Managing Director	As Member	As Chairman
Shri Pradip Kumar Daga	Promoter non-independent and Non-Executive Director	2	2	2***	-
Shri Yashwant Kumar Daga	Promoter non-independent and Non-Executive Director	10	-	8	-
Shri Durga Prasad Birla	Independent Non-Executive Director	2	See note below	-	-
Shri Manoj Kumar Agrawal	Independent Non-Executive Director	15	See note Below	-	-

*Excludes alternate Directorships, Directorship in foreign companies and companies formed under section 25 of The Companies Act, 1956.

*** only Membership in Audit Committee and Shareholders/Investors Grievance Committee in other companies have been considered

Shri Pradip Kumar Daga and Shri Yashwant Kumar Daga are related to each other and no other Director is related to other. Shri Pradip Kumar Daga is father of Shri Yashwant Kumar Daga.

Note: In terms of Section 149 of The Companies Act, 2013, both the existing Independent Directors, holding the position in terms of erstwhile clause 49 of the Listing Agreement, are proposed to be appointed afresh with effect from 1st October, 2014 for a period of five consecutive years and for which necessary resolution has been proposed for adoption by members at the ensuing Annual General Meeting

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

BOARD MEETINGS

Dates for the Board meeting are decided well in advance and communicated to each Director. The Agenda along with the notes are sent in advance to the Board members.

The Board of Directors met four times during the year on **30/05/2013, 8/8/2013, 12/11/2013 and 7/2/2014.**

Name of the Director	No. of Board Meetings Attended	Attended Last AGM
Shri Pradip Kumar Daga	3	Yes
Shri Yashwant Kumar Daga	4	No
Shri Durga Prasad Birla	4	Yes
Shri Manoj Kumar Agrawal	4	No

Shareholding of the non-executive Directors in the Company as on 31st March, 2014

Name of the Director	No of equity shares held as on 31st March, 2014
Shri Pradip Kumar Daga	504759
Shri Yashwant Kumar Daga	112500
Shri Durga Prasad Birla	-
Shri Manoj Kumar Agrawal	-

The information as required under Annexure 1A to clause 49 of the listing agreement is being made available to the Board.

The Company has adopted Code of Conduct and Ethics for Directors and senior Management Personnel of the Company. The Company has received confirmations from the Directors as well as Senior Management Personnel regarding compliance of the Code during the year under review.

Shri O.P.Dokania, CFO has given a certificate to the Board of Directors in pursuance of Clause 49(I)(D) of the Listing Agreement with the Stock Exchanges

DECLARATION BY THE CFO UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING ADHERENCE OF THE CODE OF CONDUCT.

In accordance with Clause 49 sub-clause I(D) of the Listing Agreement with the Stock Exchanges, I hereby confirm that all the Directors and the Senior Management personnel of the Company have affirmed compliance to Code of Conduct and Ethics for the Financial Year ended 31.03.2014.

Kolkata, 30th May, 2014

O P Dokania
Chief Financial Officer

AUDIT COMMITTEE

The Audit Committee comprises of three non- executive Directors. Shri D. P. Birla, Chairman, and Shri P. K. Daga and Shri M. K. Agrawal as Members

The terms of reference of the Audit Committee are in conformity with the requirements as per clause 49 of the Listing Agreement with the Stock Exchanges. The audit committee inter-alia reviews annual financial statements, accounting policies, system of internal controls, reports of internal auditors, recommend the appointment of statutory auditors and ensure compliance with stock exchange and other legal requirements.

The Audit Committee met four times during the year respectively on 30/5/2013, 8/8/2013, 12/11/2013 and 7/2/2014.

The attendance of each member of the committee is given below. The Statutory Auditor also attends the Meeting on the invitation of the Chairman of the meeting.

Name of the Director	No. of Meetings
	Attended
Shri Pradip Kumar Daga	3
Shri Durga Prasad Birla	4
Shri Manoj Kumar Agrawal	4

DETAILS OF REMUNERATION PAID TO DIRECTORS (01-04-2013 TO 31-3-2014)

The Directors of the Company have been paid only sitting fees for attending meetings of the Board of Directors and Committee meetings.

SHAREHOLDER /INVESTORS GRIEVANCES COMMITTEE

The Committee comprises of three non-executive Directors namely, Shri Durga Prasad Birla, Chairman, Shri Pradip Kumar Daga and Shri Yashwant Kumar Daga as Members. The committee deals with the shareholder's complaints and grievance etc. As per the Certificate furnished by the Registrar & Share Transfer Agents M/s. Maheshwari Datamatics Private Limited, the Company received one investor complaint during the year ended 31st March, 2014 which has been resolved and there was no pending complaint as on 31st March, 2014.

The Committee met one time during the year on 07/02/2014 and all the Members of the Committee were present in the meeting.

In compliance with the provisions of Section 178 of The Companies Act, 2013 and also SEBI circular dated 17/4/2014 the Board of Directors at their meeting held on 30th May, 2014 have resolved to rename the committee as **STAKEHOLDERS RELATIONSHIP COMMITTEE** which shall comprise of same members i.e Shri Durga Prasad Birla, Chairman, Shri Pradip Kumar Daga and Shri Yashwant Kumar Daga as Members with powers to consider, deal and resolve the grievances of the shareholders of the company. In view thereof the Shareholder/Investor Grievance Committee stands dissolved.

NOMINATION AND REMUNERATION COMMITTEE :

As stipulated under Section 178 of The Companies Act, 2013 and SEBI circular dated 17/4/2014 on Corporate Governance, the Board of Directors have constituted a Nomination and Remuneration Committee comprising of three non executive directors namely Mr. Yashwant Kumar Daga, Non-Executive Director, as Chairman and Mr. Manoj Kumar Agrawal and Mr. Durga Prasad Birla, respectively, both Non-Executive Independent Directors as members in the said committee. The terms of reference of the Committee being to advise the Board in the selection and remuneration package of Key Managerial Personnel(KMP), Evaluation of performance and remuneration package of Directors. The committee had its first meeting held on 30th May, 2014 in which all the three members of the committee were present.

SHARE TRANSFER SYSTEM

Share transfers documents are being registered and relevant certificate returned within a period of 15 days from the date of receipt if the documents are clear in all respects as per provisions of The Companies Act and/or Listing Agreement. Barring exceptional cases, the Company has authorized its Share Registrar and Transfer Agents to approve and register the Transfer of shares and submit periodical report to the company for noting the same.

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

There was no pending request for share transfer etc. as on 31st March, 2014.

SUBSIDIARIES COMPANIES

The Company does not have any subsidiary Company.

ANNUAL GENERAL MEETINGS

Locations, date, time of last three Annual General Meetings are as follows :

Year	Location	Date	Time
2010-11	Calcutta Chamber of Commerce 18H, Park Street, Kolkata- 700 071	25th August, 2011	10.30 A.M
2011-12	-do-	14th August, 2012	10.30 A M
2012-13	-do-	08th August, 2013	10.30 A.M

No Extra -Ordinary General Meeting was held during the year but one meetings for declaration of the postal ballot result was held on 8/8/2013.

One Special Resolution was passed during last three Annual General Meetings.

One Postal ballot process were conducted by the Company to pass One special resolution governed by postal ballot rules during the year 1.4.2013 to 31.3.2014.

No ballot process is proposed in the forthcoming Annual General Meeting

DISCLOSURES

The Company has not entered into any transaction of material nature with the related parties, which may have potential conflict with the interests of the Company. The Company has fully complied with all the requirements of regulatory authorities on Capital Markets and consequently, no penalties/ strictures have been imposed against it during the last three years.

Details of related party transactions during the year ended the 31st March, 2014 have been set out under an appropriate note in Schedule to the Audited Annual Accounts of the Company for the year ended 31st March, 2014. However, these transactions have no potential conflict with the interest of the Company at large.

Management Discussion and Analysis Report is part of Annual Report. Shareholders information section forms part of the Annual Report

Reconciliation of Share Capital Audit is carried out by a Practicing Company Secretary on quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed capital. The reconciliation audit confirms that the total issued /paid up capital is in agreement with the total number of shares in physical form and total number of dematerialized shares held with NSDL and CDSL.

MEANS OF COMMUNICATION

There is no practice to send half-yearly report to each shareholder. Company is regularly publishing all its quarterly, half yearly and yearly results in print media in English and local language Bengal Leader(English paper) and Dainik Lipi(Bengali Paper) respectively which are widely circulated in West Bengal.

The Company has a website www.longviewtea.org to display the Quarterly Results, Official News; presentation made to the Investors/ Analysts and other stakeholders of the Company.

GENERAL SHAREHOLDERS INFORMATION

(i)	Date, time and venue of forthcoming AGM	25/09/2014 at 10.30 am. at Calcutta Chamber of Commerce at 18H, Park Street, Kolkata - 700 071
(ii)	Financial Calendar 2014-2015(Tentative)	
	First Unaudited Quarterly Results	Before middle of August,2014
	Second Unaudited Quarterly Results	Before middle of November,2014
	Third Unaudited Quarterly Results	Before middle of February, 2015
	Audited yearly Results for the year ended 31st March, 2015	Before end of May, 2015
(iii)	Book Closure dates	From 22/09/2014 to 25/09/2014 (both days inclusive)
(iv)	Payment of Dividend	No dividend has been proposed for the year 2013-14.
(v)	Listing on Stock Exchanges	Calcutta, Bombay and Delhi Stock Exchanges
(vi)	Annual listing fee	Listing fee has been paid for and upto the year 2014-2015.
(vii)	ISIN No. of the Company :	INE696E01019
(viii)	Stock Codes	
	a) Calcutta Stock Exchange	10022083
	b) Bombay Stock Exchange	526568
	c) Delhi Stock Exchange	7542

MARKET PRICE DATA

Bombay Stock Exchange(BSE) on which the shares of the company are mostly traded. (₹)

Month/Year	Open	High	Low	Close	No of Shares
April, 2013	18.75	22.10	16.35	16.35	236
May, 2013	15.55	16.30	13.30	13.95	8750
June, 2013	14.50	20.95	14.50	20.95	285
July, 2013	19.95	19.95	12.30	12.30	1908
August, 2013	11.69	11.69	10.00	10.00	579
September, 2013	9.51	10.47	9.51	10.47	424
October, 2013	9.95	9.95	9.25	9.25	156
November, 2013	8.83	8.83	8.01	8.01	250
December, 2013	8.01	8.01	8.01	8.01	200
January, 2014	8.00	8.01	7.62	8.00	367
February, 2014	8.00	8.00	6.54	6.95	1106
March, 2014	6.61	8.59	6.61	8.17	2158

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

There has been practically no trading of the Company's Share on other stock Exchanges. The performance of the Company's Shares can not be compared with the BSE Sensex for reasons of low liquidity.

REGISTRAR AND TRANSFER AGENT :

Maheshwari Datamatics Pvt.Ltd, 2nd floor, 6, Mangoe Lane., Kolkata – 700 001, Phone: 033-2243-5809; 2243-5029 Fax: 033-2248-4787 E-mail: mdpl@cal.vsnl.net.in Website: www.mdpl.in

PATTERN AND DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2014

Category	No. Of Shares held	% of total paid up Capital
Promoters & Promoters Group	1315309	43.89
Mutual Funds	2000	0.07
Financial Institutions & Banks	112400	3.75
Bodies Corporate	44967	1.50
Resident Individual	1521773	50.79
Clearing Member	51	0.00
TOTAL	2996500	100.00

From	To	No. of shares held	% of total paid up capital	No. of Shareholders	% of total No. of Shareholders
Up to	500	985819	32.90	8466	97.05
501	1000	118473	3.96	150	1.72
1001	2000	85537	2.85	57	0.66
2001	3000	49887	1.66	19	0.22
3001	4000	10400	0.35	3	0.03
4001	5000	32500	1.08	7	0.08
5001	10000	56851	1.90	8	0.09
10001	above	1657033	55.30	13	0.15
Total		2996500	100.00	8723	100.00

DEMATERIALISATION OF SHARES AND LIQUIDITY

The Company's shares are available for dematerialization with CDSL and NSDL. The equity shares of the Company are under compulsory Demat trading for all the categories of investors. As on 31st March 2014, 18,67,028 equity shares comprising 62.31% stood dematerialized.

The Company has not issued any GDRs / ADRs/ Warrants or any Convertible instruments, which may have likely impact on Equity shares of the Company.

PLANT LOCATION

The Company has no plant.

ADDRESS FOR CORRESPONDENCE

Longview Tea Company Limited

16, Hare Street

Kolkata - 700 001

Phone Nos : 033-2248-2391/2/3, Fax : 033-2248-9382

Email : info@contransys.com

CFO CERTIFICATION

The Chief Financial Officer (CFO) of the Company gives the annual certification on the financial reporting and internal controls to the Board in terms of clause 49 of the listing agreement. The CFO also gives quarterly certification on the financial results while placing the financial results before the Board in terms of clause 41 of the listing Agreement.

The Board of Directors at its meeting held on 30th May, 2014 adopted the above report

AUDIT CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

The Members,

Longview Tea Company Limited

16, Hare Street,

Kolkata 700 001

We have examined the compliance of the conditions of Corporate Governance of M/S Longview Tea Company Limited of 16, Hare Street, Kolkata 700001 for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The Compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination is limited to the procedure and implementation thereof adopted by the Company for ensuring the Compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statement of the Company.

In our opinion and to the best of our information and explanation given to us which to the best of our knowledge & belief were necessary for the purpose of issuance of this certificate we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned clause of the Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Drolia & Company
(Company Secretaries)

Place: 9, Crooked Lane,

Kolkata 700069

Date: 30th May, 2014

(Pravin Kumar Drolia)
Proprietor
CP 1362

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

DROLIA & COMPANY
(Company Secretaries)

COMPLIANCE CERTIFICATE

CIN NO of the company : L15491WB1879PLC000377

Nominal Capital : Rs. 4,00,00,000/-

Paid up Capital : Rs. 3,21,33,900/-

The Members,
LONGVIEW TEA COMPANY LIMITED
16, Hare Street,
Kolkata-700001.

We have examined the registers, records, books & papers of M/s. LONGVIEW TEA COMPANY LIMITED(The Company) as required to be maintained under the Companies Act, 1956(The Act) and the Rules made there under and also the provisions contained in the Memorandum & Articles of Association of the company for the financial year ended on 31st March, 2014 . In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of aforesaid financial year:

1. The company has kept and maintained all the registers as stated in Annexure "A" to this certificate as per the provisions of the Act and the Rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure "B" to this certificate with the Ministry of Corporate Affairs under the Companies Act 1956 and the Rules made there under. However no forms were required to be filed with the Regional Director, Central government, Company Law Board or other authorities.
3. The company being a Public Limited Company, the restrictive clauses as provided in Section 3(1)(iii) of the Companies Act, 1956 are not applicable.
4. The Board of Directors of the company duly met four times respectively on 30th May, 2013, 8th August, 2013, 12th November,2013 and 7th February, 2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The company has not passed any Board resolution by circulation.
5. The company closed its Register of Members for transfer or other purposes during the above financial year from 5th August, 2013 to 8th August, 2013 (both days inclusive) and fixed 28th June, 2013 as reckoning date for entitlement for postal ballot voting for resolution passed through postal ballot on 8th August, 2013.
6. The Annual General Meeting of the company for the financial year ended on 31st March, 2013 was held on 8th August, 2013 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the aforesaid financial year. However One Special Resolution u/s 372A was passed through Postal ballot process on 8th August, 2013 as per procedure laid down in Section 192A of the Act and for which Form 62 was filed with ROC , WB on 26-06-2013.
8. The company has not advanced loan to its Director and/or persons, firms or companies referred in section 295 of the act.
9. The company has not entered into any contract falling within the purview of section 297 of the act.

10. The company has not entered into contract or arrangement which is required to be entered in the Register maintained under section 301 of the Act.
11. As there are no instances falling within the purview of section 314 of the act, the company has not obtained approvals from the Board of Directors, Members or Central Government.
12. The company has issued 2 nos duplicate share certificate for 300 shares in the aggregate during the financial year under review as per applicable provisions of the Act.
13. The company has
 - a) not made allotment of equity shares or any other security during the year under review.
 - b) delivered all the instruments thereof for transfer/transmission or any other purpose during the above financial year within the time stipulated as per companies act and as per listing agreement.
 - c) not required to deposit any amount in a separate bank account for dividend as no Dividend was declared during the above financial year.
 - d) not required to post dividend warrants to any of its members as no dividend was declared during the above financial year.
 - e) no amount lying outstanding in unpaid Dividend Account or under any other head for more than seven years which are required to be transferred to IEPF under Section 205C of the act.
 - f) duly complied with the requirement of Section 217 of the act.
14. The Board of Directors of the company is duly constituted. There was no appointment of additional director, alternate director or director to fill casual vacancy during the above financial year.
15. The company has not appointed any Managing Director/Whole time Director /Manager during the above financial year.
16. The company has not appointed any Sole-selling Agent during the above year under review.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board and Regional Director.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the Rules made there under.
19. The company has not issued any Shares/Debentures/other securities during the above financial year.
20. The company has not bought back any share during the above financial year.
21. The company has not redeemed any redeemable preference share and/or debenture during the above financial year.
22. There was no transaction necessitating the company to keep in abeyance the right to Dividend, Rights Share and Bonus share pending registration of transfer of shares.
23. The company has not invited /accepted any deposits including any unsecured loan falling within the purview of section 58A of the act during the financial year under review.
24. The company has not borrowed any amount during the above financial year under section 293(1)(d) of the act from Financial Institution, Bank, other Bodies Corporate and others. However as on 31st March, 2014 the company had outstanding amount of loan taken from one Financial Institution against security of Keyman Insurance Policy in previous years and the said loan is repayable on maturity of the policy in the year 2020.

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

25. The company has granted loans and advances to other Bodies Corporate as per provisions of Section 372A of the act and has also made investment in Equity or other securities of other bodies corporate upon necessary approval by special resolution under Section 372A of the act passed through Postal Ballot on 8th August, 2013.
26. The company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one state to another during the above financial year.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the company during the above financial year.
28. The company has not altered the provisions of Memorandum with respect to name of the company during the above financial year.
29. The company has not altered the provisions of Memorandum with respect to Share Capital of the company during the above financial year.
30. The company has not altered its Articles of Association during the above financial year.
31. There was no prosecution initiated against or show cause notice received by the company during the above year for offence under the various provisions of the act.
32. The company has not received any money as security from its employees during the above financial year.
33. The company has deposited both the employer's and employees contribution to Provident Fund pursuant to section 418 of the act with prescribed authorities within stipulated time period during the above financial year.

For **Drolia & Company**
Company Secretaries

Place : 9, Crooked Lane
Kolkata 700069
Date: 30th May, 2014

Pravin Kumar Drolia
Proprietor
(CP 1362)

ANNEXURE : A

SL NO.	PARTICULARS	SECTION
1.	Register of Members	150
2.	Directors Minutes Book	193
3.	Shareholders Minutes Book	193
4.	Register of Directors	303
5.	Share Transfer Register	
6.	Register of Directors Shareholding	307
7.	Register of Contracts and Arrangements in which Directors are interested	301
8.	Books of Accounts	209
9.	Register of Charges	143

ANNEXURE: B

Forms and Registers as filed by the company with the Ministry of Corporate Affairs during the financial year ended on 31st March, 2014.

Sl. No	Form No/Return	Date of Filing	Filed under Section	Whether filed within Pre-scribed time (Yes/No)	If delay in filing whether requisite additional fees paid.
1.	Form 66 – Secretarial Compliance Certificate for year ended 31-03-2013	19-08-2013	383A	Yes	N/A
2	Form 23AC and 23ACA = Balance Sheet and Profit & Loss Account for financial year ended 31-03-2013 in XBRL form	07-09-2013	220	Yes	N/A.
3	Form 20B = Annual Return	07-10-2013	159	Yes	N/A.
4	Form 62 = Documents of Postal Ballot	26-06-2013	192A (for calendar of events for postal ballot process.	Yes	N/A.
5	Form 23 = Special Reslution u/s 372A	16-08-2013	192	Yes	N/A

INDEPENDENT AUDITOR'S REPORT

To the Members of Longview Tea Company Limited

1) Report on the Financial Statements

We have audited the accompanying financial statements of Longview Tea Company Limited ("the Company"), which comprise the Balance Sheet as at March 31st 2014, and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other notes for the year ended on that date.

2) Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view are free from material misstatement, whether due to fraud or error.

3) Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4) Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31st 2014;
- (b) In the case of the Statement of profit and loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5) Report on Other Legal and Regulatory Requirements

- i. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act and according to the

information and explanations given to us and also on the basis of such checks as we considered appropriate, we enclose in the **Annexure** a statement on the matters specified in paragraphs 4 and 5 of the Order.

- ii. As required by section 227(3) of the Act, we report that :
- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting standards referred to in sub section (3C) of Section 211 of the Act read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;
 - e. On the basis of written representations received from the directors as on March 31st 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31st 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

For **LODHA & CO.**

Chartered Accountants

Firm ICAI Registration No.: 301051E

H.K. Verma

Partner

Membership No. 055104

Place : Kolkata

Date : 30th May 2014

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 5 of our Audit Report of even date)

- 1) As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, and on the basis of such verification of the books and records as considered appropriate and available and according to the information and explanations given to us, we report that :
 - i)
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) The fixed assets are physically verified by the management which in our opinion is reasonable having regard to the size of the company and the nature of its fixed assets. As informed, no material discrepancies were noted on such verification.
 - (c) The Company has not disposed off substantial part of its fixed assets during the year.
 - ii) The Company is engaged in trading of tea and ferrous metals. Stock of tea or ferrous metals is physically verified at the time of sale. The company does not have any inventory at the year end. Keeping in view, the nature of operations, in our opinion, the procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.

- iii) a) The Company has not granted any loans, secured or unsecured to any companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clauses 4(iii) (a) to (d) of the Companies (Auditors' Report) Order, 2003 are not applicable.
- b) The Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly clauses 4(iii) (e) to (g) of the Companies (Auditors' Report) Order, 2003 are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, plant and machinery, equipment and other assets.
- v) According to the information and explanation provided by the management, we are of the opinion that during the year there are no transactions that need to be entered in the register in pursuance of Section 301 of the Companies Act, 1956. Having regard to the same, clause 4(v) (b) of the order as aforesaid is not applicable.
- vi) The Company has not accepted any public deposits during the year. Therefore, the provisions of the clause 4(vi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- vii) The Company's Internal Audit has been carried out by a firm of Chartered Accountants. The internal audit system in respect of areas covered is commensurate with the size and nature of the business of Company.
- viii) There is no requirement for maintenance of cost records under section 209(1)(d) of the Companies Act, 1956.
- ix) (a) According to the records of the Company, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Investor Education & Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other statutory dues applicable to it. There is no such dues outstanding as on 31st March 2014 for a period of more than six months from the date these became payable.
- (b) According to the records of the Company, there are no undisputed dues of Wealth tax, Custom Duty and Cess except Income Tax, Sales tax, Excise Duty that have not been deposited on account of dispute as per the statement on disputed dues given as under. No details were made available for our verification in respect of demand of Rs. 2,43,748 on account of Agricultural Income Tax.

Particulars	Assessment Year	Amount (₹)	Forum where appeal is pending
Excise Duty	1999-2000	7,92,688	High Court, Calcutta
Sales Tax	1977-78; '78-'79; '79-'80 & '80-'81	1,65,658	No details were made available as to the forum where appeal is pending
	1995-'96	3,08,095.51	Assistant Commissioner
	1998-'99	19,34,613.28	Assistant Commissioner
	2000-'01	1,46,090	Tribunal

- x) Based on the financial statements covered pursuant to this report, the accumulated losses of the Company has not exceeded 50% of its net worth at the end of the financial year and the Company has not incurred cash losses during the financial year or in the immediately preceding financial year.

- xi) The Company has not borrowed any money from banks, financial institution and against debentures and as such the provisions of the clause 4(xi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xii) The Company has not granted any loans and advances on the basis of security provided by way of pledge of shares. Accordingly, the provisions of clause 4(xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xiii) According to the information and explanations given to us, the Company is not a chit fund or a nidhi mutual benefit fund/society. Accordingly, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xiv) In respect of investments made by the Company in Shares, Securities, Debentures, etc. proper records have been maintained. These investments are held in the name of the Company.
- xv) According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions and as such the provisions of clause 4(xv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xvi) In our opinion and according to the information and explanations given to us, the Company has not obtained any term loans during the year. Accordingly, the provisions of clause 4(xvi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, no short-term funds have been used for long term investments during the year.
- xviii) The Company has not made any preferential allotment of shares during the year. Therefore, the provisions of the clause 4(xviii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xix) The Company has not issued any debentures during the year. Accordingly, the provisions of clause 4(xix) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xx) The Company has not raised money by public issue during the year. Therefore, the provisions of the clause 4(xx) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xxi) During the course of our examination of the books of accounts carried out in accordance with the generally accepted auditing practices in India, we have neither come across any incidence on or by the Company nor have we been informed of any of such case by the management.

For **LODHA & CO.**

Chartered Accountants

Firm ICAI Registration No.: 301051E

H.K. Verma

Partner

Membership No. 055104

Place : Kolkata

Date : 30th May 2014

BALANCE SHEET AS AT 31ST MARCH, 2014

(Amount in ₹)

Particulars	Note No.	As at 31.03.2014	As at 31.03.2013
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	32,133,900	32,133,900
(b) Reserves and Surplus	3	77,308,532	73,899,699
		109,442,432	106,033,599
(2) Non-Current Liabilities			
(a) Long-term Borrowings	4	5,978,000	5,978,000
(b) Long-term Provisions	5	-	7,155
		5,978,000	5,985,155
(3) Current Liabilities			
(a) Trade Payables	6	294,161	227,606
(b) Other Current Liabilities	7	849,357	846,064
(c) Short-term Provisions	5	930,288	882,192
		2,073,806	1,955,862
Total		117,494,238	113,974,616
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	8	19,081	23,257
(i) Tangible Assets			
(b) Non-current investment	9	50,530,460	30,535,460
(c) Deffered tax assets (net)	10	-	-
(d) Long-term loans and advances	11	819,056	847,763
		51,368,597	31,406,480
(2) Current Assets			
(a) Cash and bank balances	12	283,083	190,094
(b) Short Term Loans & Advances	13'	65,842,558	82,378,042
		66,125,641	82,568,136
Total		117,494,238	113,974,616

Significant Accounting Policies & Notes on Financial statements (Note 1 to 19) are an integral part of the Financial Statements.

As per our report of even date

For **LODHA & CO.**

Chartered Accountants

Firm registration No. 301051E

H. K. VERMA

(Partner)

Membership No.055104

14,Govt.Place East,Kolkata-700069

Date : 30th day of May, 2014

Pradip Kumar Daga (DIN : 00040692)

Yashwant Kumar Daga (DIN : 00040632)

Durga Prasad Birla (DIN : 00066622)

Manoj Kumar Agrawal (DIN : 00067194)

Directors

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	(Amount in ₹)	
		Year ended 31.03.2014	Year ended 31.03.2013
I. Revenue from operations	14	9,169,734	11,422,307
II. Other income	15	7,337,925	11,466,979
III. Total Revenue (I + II)		16,507,659	22,889,286
IV. Expenses :			
Purchases of Stock-in-Trade		9,046,912	11,077,940
Employee benefits expense	16	1,954,526	1,996,603
Finance costs	17	598,424	469,789
Depreciation and amortization expense		4,176	4,176
Other expenses	18	692,288	912,188
Total expenses		12,296,326	14,460,696
V. Profit before exceptional and extraordinary items and tax (III-IV)		4,211,333	8,428,590
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		4,211,333	8,428,590
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		4,211,333	8,428,590
X Tax expense:			
(1) Current tax		802,500	1,606,100
XI Profit for the period from continuing operations (IX-X)		3,408,833	6,822,490
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
XIV Profit from Discontinuing operations (after tax) (XII-XIII)		-	-
XV Profit for the period (XI + XIV)		3,408,833	6,822,490
XVI Earnings per equity share:			
(1) Basic		1.14	2.28
(2) Diluted		1.14	2.28

Significant Accounting Policies & Notes on Financial statements (Note 1 to 19) are an integral part of the Financial Statements.

As per our report of even date

For **LODHA & CO.**

Chartered Accountants

Firm registration No. 301051E

H. K. VERMA

(Partner)

Membership No.055104

14, Govt. Place East, Kolkata-700069

Date : 30th day of May, 2014

Pradip Kumar Daga (DIN : 00040692)

Yashwant Kumar Daga (DIN : 00040632)

Durga Prasad Birla (DIN : 00066622)

Manoj Kumar Agrawal (DIN : 00067194)

Directors

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Amount in ₹)

Particulars	For the year ended 31.03.2014	For the year ended 31.03.2013
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax & extra ordinary item	4,211,333	8,428,590
Adjustment for :-		
Depreciation	4,176	4,176
Sundry Balances Written back	–	(521,226)
Profit on Sale of Fixed Assets	–	(338,000)
Interest Expenses	598,424	469,789
Interest Received	(7,337,925)	(10,607,753)
Operating profit before working capital changes	(2,523,992)	(2,564,424)
Adjustment for :-		
Trade Receivable	–	3,500,401
Short Term Advances	19,617	1,765
Trade Payable	110,239	(124,055)
Cash Generated from Operation	(2,394,136)	813,687
Taxation (Net)	(773,793)	(1,740,775)
Cash Flow before extra ordinary item	(3,167,929)	(927,088)
Net Cash Flow from Operating Activities	(3,167,929)	(927,088)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Loan and Interest Received	23,853,792	30,768,091
Sale of Fixed Assets	–	350,000
Sale proceeds of Investments	5,000	–
3% Redeemable Non-Cumulative Preference Shares	(20,000,000)	(30,000,000)
Net Cash Used in Investing Activities	3,858,792	1,118,091

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Amount in ₹)

Particulars	For the year ended 31.03.2014	For the year ended 31.03.2013
C) CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	(597,875)	(3,476,692)
Sundry Balances Written back	–	521,226
Long Term Borrowings	–	2,759,000
Cash Flow from Financing Activities	(597,875)	(196,466)
Increase in Cash and Cash Equivalents (A+B+C)	92,988	(5,463)
Cash and Cash Equivalents - Opening Balance as on 01.04.2013	1,90,094	1,95,557
Cash and Cash Equivalents - Closing Balance as on 31.03.2014 (Refer Note 12)	2,83,083	1,90,093

Notes to the Cash Flow Statement for the year ended 31st March 2014

- The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard (AS) 3 on Cash Flow Statements.
- Previous year's figures have been re-grouped /re-arranged wherever necessary.

Notes referred to above forms an integral part of this Cash Flow Statement.

This is the Cash Flow Statement referred to in our Report of even date.

As per our report of even date

For **LODHA & CO.**

Chartered Accountants

Firm registration No. 301051E

H. K. VERMA

(Partner)

Membership No.055104

14, Govt. Place East, Kolkata-700069

Date : 30th day of May, 2014

Pradip Kumar Daga (DIN : 00040692)

Yashwant Kumar Daga (DIN : 00040632)

Durga Prasad Birla (DIN : 00066622)

Manoj Kumar Agrawal (DIN : 00067194)

Directors

NOTES TO ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES

a. Accounting Convention :

Income and expenditure except otherwise stated are recognised on accrual basis. The accounts have been prepared on the basis of the historical cost and on the accounting principles of a going concern.

b. Fixed Assets :

Fixed Assets are stated at cost less depreciation. Cost includes freight, duties, taxes and all other related costs including cost of financing of borrowed funds upto the date of installation identified/allocated for the assets.

c. Depreciation :

Depreciation is provided on written down value method for assets acquired up to 31.03.1983. In respect of the assets acquired on or after 01.04.1983 depreciation has been provided on straight line method in the following manner:

For assets acquired from 01.04.1983 to 15.12.1993 at the rates specified in schedule XIV to the Companies Act, 1956. For assets acquired on or after 16.12.1993 at the rates specified in schedule XIV to the Companies Act, 1956.

d. Investments :

Long Term Investments are stated at cost. Provision for diminution in value of such investments is made if the same is permanent in nature.

e. Employee Benefits :

Employee benefits are accrued in the year services are rendered by the employees.

Contributions to defined contribution scheme such as Provident Fund etc. are recognized as and when incurred.

Long term and short term employee benefits under defined scheme such as contribution to gratuity is determined at close of the year at present value of the amount payable using actuarial valuation techniques.

Actuarial gain and losses are recognized in the year when they arise.

f. Taxation :

Income Tax expense comprises current tax and deferred tax charge or release. The deferred tax charge or credit is recognised using current tax rates. Deferred tax assets on account of unabsorbed depreciation and carry forward losses as per Income Tax Act are recognized only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future.

g. Contingent Liabilities :

Contingent liabilities have not been provided for and have been disclosed by way of notes.

NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2014

2 SHARE CAPITAL

(in ₹)

Particulars	Par Value per share (₹)	Balance Outstanding as at 31st March, 2014		Balance Outstanding as at 31st March, 2013	
		No of Shares	Amount in ₹	No of Shares	Amount in ₹
Share Capital					
Authorised :					
Equity Share Capital	10	3,500,000	35,000,000	3500000	35,000,000
7% Redeemable Preference Share Capital	100	50,000	5,000,000	50000	5,000,000
			40,000,000		40,000,000
Issued, Subscribed & Fully paid up Equity Share Capital	10	3,004,800	30,048,000	3,004,800	30,048,000
Paid up	10	2,996,500	29,965,000	2,996,500	29,965,000
Add: Amount forfeited on shares 2.4			41,500		41,500
Total Amount of Equity Share Capital Paid up			30,006,500		30,006,500
Issued, Subscribed & Fully paid up Preference Share Capital					
7% Redeemable Preference Shares 2.2	100	21,274	2,127,400	21274	2,127,400
Total Paid up Capital			32,133,900		32,133,900

- 2.1 The Company has only one class of equity shares having a par value of ₹ 10.each. Each share has one voting right.
- 2.2 The Company has only one class of preference shares having a par value of ₹ 100 each. Dividend on such preference shares are non-cumulative.
These preference shares are redeemable on or before 31.3.2020. Such Preference share has no voting right.
- 2.3 There is no movement in the number of equity shares and preference shares outstanding and amount of equity share capital and preference share capital as at 31st March 2014.
- 2.4 In the year 2011-12, 8300 shares (each ₹ 5 paid) were forfeited after duly called for payment.
- 2.5 Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held is mentioned below :

Particulars	No of Equity Shares		No of Preference Shares	
	As on 31.03.2014	As on 31.03.2013	As on 31.03.2014	As on 31.03.2013
Holding more than 5%				
Pradip Kumar Daga	504759	504759	3900	3900
Asha Devi Daga	321750	321750	12100	12100
Yashwant Kumar Daga	–	112500	2600	2600
Luxmi Kant gupta	157226	–	–	–
Jalpaiguri Holdings Private Ltd.	165200	165200	–	–
Contransys Private Ltd	–	–	2600	2600

NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2014

3 RESERVES AND SURPLUS

(in ₹)

Particulars	As at 31.03.2014	As at 31.03.2013
Securities Premium Reserve		
Opening Balance 3.1	7,98,95,750	7,98,95,750
Capital Reserve	1,12,000	1,12,000
Surplus/ (Loss)		
As per last Balance sheet	(61,08,051)	(1,29,30,541)
Add: Net Profit after tax transfer from Statement of Profit and Loss	34,08,833	68,22,490
Closing Balance	(26,99,218)	(61,08,051)
Total	7,73,08,532	7,38,99,699

3.1 Include ₹ 228,250 being the amount originally paid forfeited during the year 2011-12. (Refer Note - 2.4 also)

4 LONG TERM BORROWINGS

Particulars	As at 31.03.2014	As at 31.03.2013
Unsecured Term loans :		
- LIC 4.1	5978000	5978000
Total	5978000	5978000

4.1 Represents Loan taken against Keyman Insurance Policy at 10% interest and is repayable on maturity date of the said policy in the year 2020.

5 PROVISIONS

Particulars	Long Term		Short Term	
	As at 31.03.2014	As at 31.03.2013	As at 31.03.2014	As at 31.03.2013
Provision for employee benefits :				
Gratuity 5.1	–	7,155	9,30,288	8,82,192
Total	–	7,155	9,30,288	8,82,192

* The classification of provision for Employees Benefits into current /non-current have been done by the actuary based upon estimated amount of cashout flow during the next twelve months from the Balance Sheet date.

6 TRADE PAYABLES

Particulars	As at 31.03.2014	As at 31.03.2013
Payable for goods and services 6.1	2,94,161	2,27,606
Total	2,94,161	2,27,606

6.1 There are no Micro, Small and Medium Enterprises, to whom the Company owes dues as at March 31, 2014. The above information regarding micro, small & medium Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2014

7 OTHER CURRENT LIABILITIES

(in ₹)

Particulars	As at 31.03.2014	As at 31.03.2013
Interest accrued but not due on borrowings	2,01,450	2,00,900
Interest accrued and due on Borrowings	5,91,994	5,91,994
Other payables	55,913	53,170
Total	8,49,357	8,46,064

8 FIXED ASSETS

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As At 31.03.2013	Additions	Deduction	As At 31.03.2014	As At 31.03.2013	For the Period	On Deduction/ Adjustment	As At 31.03.2014	As At 31.03.2014	As At 31.03.2013
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Land & Building	-	-	-	-	-	-	-	-	-	-
Plant & Equipment	6,503	-	-	6,503	5,069	309	-	5,378	1,125	1,434
Furniture & Fittings	5,87,038	-	-	5,87,038	5,65,219	3,867	-	5,69,086	17,952	21,819
Vehicles	12,11,781	-	-	12,11,781	12,11,777	-	-	12,11,777	4	4
Total	18,05,322	-	-	18,05,322	17,82,065	4,176	-	17,86,241	19,081	23,257
Previous Year	18,17,322	-	12,000	18,05,322	17,77,889	4,176	-	17,82,065	23,257	

9 NON-CURRENT INVESTMENTS

Particulars	Face Value of each security	No. of Shares		Balance as at 31.03.2014	Balance as at 31.03.2013
		31st March 2014	31st March 2013		
Other than Trade Investments					
Quoted					
Investments in Equity Instruments					
Deepak Industries Ltd.	10	88,725	88,725	1,31,040	1,31,040
Deepak Spinners Ltd.	10	25,500	25,500	3,99,420	3,99,420
Unquoted					
Narsing holdings (P) Ltd.			500		5,000
Investments in preference shares					
Brua Hydrowatt Private Ltd.					
3% Redeemable Non Cumulative Preference Shares	10	50,00,000	30,00,000	5,00,00,000	3,00,00,000
Total			31,14,725	5,05,30,460	3,05,35,460

Aggregate cost of quoted investments 5,30,460 5,30,460

Aggregate cost of unquoted investments 5,00,00,000 3,00,05,000

Aggregate market value of quoted investments (excluding Deepak Industries Ltd. in absence of any current quotation) 9,74,100 5,89,050

NOTES TO BALANCE SHEET AS AT 31ST MARCH, 2014

10 DEFERRED TAX ASSETS (NET)

(in ₹)

Particulars	As at 31.03.2014	As at 31.03.2013
<u>Deferred Tax Assets</u>		
Expenses allowable on payment basis	2,698	3,728
Unabsorbed Depreciation	–	–
	2,698	3,728
<u>Deferred Tax Liability</u>		
Depreciation	2,698	3,728
Total Deferred Tax Assets/Liability	Nil	Nil

10.1 The Company has unabsorbed business loss and depreciation. Deferred tax assets have not been recognised unless virtual certainty of realisation of such assets.

11 LONG TERM LOANS AND ADVANCES

Particulars	As at 31.03.2014	As at 31.03.2013
Advance Tax and TDS (Net of Provisions)	8,19,056	8,47,763
Total	8,19,056	8,47,763

12 CASH AND BANK BALANCES

Particulars	As at 31.03.2014	As at 31.03.2013
Cash and Cash Equivalents		
Balance with Banks		
Current Account	2,78,305	1,88,750
Cash on hand	4,778	1,344
Total	2,83,083	1,90,094

13 SHORT TERM LOANS AND ADVANCES

Particulars	As at 31.03.2014	As at 31.03.2013
Other Advance	4,000	22,000
Prepaid Expenses	–	1,617
Service Tax	618	618
Loans and Advances	5,92,33,808	7,40,29,000
Interest Receivable on above	66,04,132	83,24,807
Total	6,58,42,558	8,23,78,042

NOTES TO PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014**14 REVENUE FROM OPERATIONS**

(in ₹)

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
Sales 14.1	91,69,734	1,14,22,307
Total	91,69,734	1,14,22,307

14.1 Sales during the year comprises of sale of ferrous metals.

15 OTHER INCOME

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
Interest Income	73,37,925	1,06,07,753
Profit on Sale of fixed Assets	-	3,38,000
Sundry Balance Written Back	-	5,21,226
Total	73,37,925	1,14,66,979

16 EMPLOYEE COST

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
Salaries and wages	15,39,413	16,69,359
Contribution to provident and other funds	1,26,950	1,45,553
Staff welfare expenses	2,88,163	1,81,691
Total	19,54,526	19,96,603

17 FINANCE COSTS

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
Interest Expense	5,98,424	4,69,789
Total	5,98,424	4,69,789

18 OTHER EXPENSES

Particulars	For the Year ended 31.03.2014	For the Year ended 31.03.2013
Rent	6,000	6,000
Insurance	-	81,837
Rates and taxes	4,350	4,350
Other expenses	6,45,421	7,83,484
Payments to the auditor		
(a) as Audit fee	28,090	28,090
(b) for other services - certification, etc	8,427	8,427
Total	6,92,288	9,12,188

19. Other Notes

19.1 Contingent liability not provided for in respect of excise duty ₹ 7,92,688/- (₹ 7,92,688/-).

LONGVIEW TEA COMPANY LIMITED

CIN No. : L15491WB1879PLC000377

19.2 Contingent liability not provided for in respect of Sales tax for assessment year 1995-96, 1998-99, 2000-01, 1977-78, 1978-79, 1979-80 and 1980-81 ₹ 25,54,457/- (25,54,457/-).

19.3 Related Party Disclosures as identified by the management is given as below :

Mr. O. P. Dokania, Chief Financial Officer

The details of payment made to Key Management Personnel :

	2013-2014	2012-2013
Remuneration	12,90,000	13,23,000

19.4 Presently, the Company is engaged in trading of tea and ferrous metal. Accordingly, trading is only business segment as per Accounting Standard 17 on "segment reporting" issued by the Institute of Chartered Accountants of India.

19.5 Employment Benefits :

The disclosures required under Accounting Standard 15 "Employee Benefit" notified in the Companies (Accounting Standards) Rules 2006, are given below :

Defined Contribution Scheme :

Contributions to Defined Contribution Plan, recognized for the year are as under : (Amount in ₹)

	2013-2014	2012-2013
Employer's Contribution to Provident Fund	1,23,118	1,35,708
Employer's Contribution to Pension Fund	1,082	6,492

Defined Benefit Scheme :

The employee's gratuity scheme is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Gratuity (Unfunded) (Amount in ₹)

	2013-2014	2012-2013
i. Change in the present value of the defined benefit obligation representing reconciliation of opening and closing balances thereof are as follows:		
Liability at the beginning of the year	8,89,347	8,19,116
Interest cost	81,884	68,339
Current Service Cost	58,570	55,693
Actuarial (Gain)/Loss on obligations	(99,513)	(53,801)
Benefits paid	-	-
Liability at the end of the year	9,30,288	8,89,347
ii. Liability Recognized in Balance Sheet		
Liability at the end of the year	9,30,288	8,89,347
Fair value of Plan Assets at the end of the year	-	-
Liability recognized in the Balance Sheet	9,30,288	8,89,347

(Amount in ₹)

	2013-2014	2012-2013
iii. Expenses recognized in the Income Statement		
Current service cost	58,570	55,693
Interest cost	81,884	68,339
Expected Return on Plan Assets	–	–
Net Actuarial (gain)/loss to be Recognized	(99513)	(53801)
Benefit Payments	–	–
Expenses Recognized in Profit & Loss Account	40,941	70,231
iv. Balance Sheet Reconciliation		
Opening Net Liability	8,89,347	8,19,116
Expenses as above	40,941	70,231
Employers Contribution	–	–
Amount recognized in the Balance Sheet	9,30,288	8,89,347
v. Principal Actuarial assumption at the Balance Sheet		
Discount Rate	9%	8%
Rate of Return on Plan Assets	–	–

Five year information

Amounts for the current and previous four periods are as follows:

Gratuity	2013-14	2012-13	2011-12	2010-11	2009-10
Present value of benefit obligation	9,30,288	8,89,347	8,19,116	4,19,451	4,17,393
Fair value of plan assets at the end of the year	–	–	–	–	–
Liability recognized in the Balance Sheet	9,30,288	8,89,347	8,19,116	4,19,451	4,17,393

Notes :

Assumptions relating to future salary increases, attrition, interest rate for discount & overall expected rate of return on Assets have been considered based on relevant economic factors such as inflation, market growth & other factors applicable to the period over which the obligation is expected to be settled.

19.6 The figures in respect of the previous year have been regrouped/ rearranged, wherever necessary to make them comparable with those of current year.

The figure in brackets represents the figures for previous year.

As per our report of even date

For **LODHA & CO.**

Chartered Accountants

Firm registration No. 301051E

H. K. VERMA

(Partner)

Membership No.055104

14, Govt. Place East, Kolkata-700069

Date : 30th day of May, 2014

Pradip Kumar Daga (DIN : 00040692)

Yashwant Kumar Daga (DIN : 00040632)

Durga Prasad Birla (DIN : 00066622)


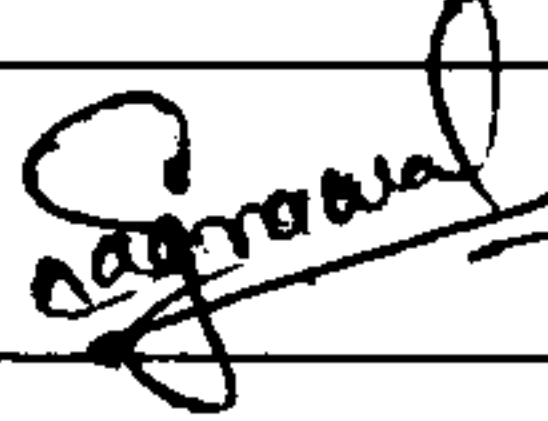

Manoj Kumar Agrawal (DIN : 00067194)

Directors

BOOK-POST
(Printed Matter)

If undelivered, please return to :
LONGVIEW TEA COMPANY LIMITED
16, HARE STREET, KOLKATA - 700 001

FORM-A

1	Name of the Company	Longview Tea Company Limited
2	Annual Financial Statement for the Financial Year ended	31.03.2014
3	Type of Audit observation	Un-qualified
4	Frequency of observation	Not Applicable
5	To be signed by	
	• CEO/Managing Director	
	• CFO	
	• Auditor of the Company	For Lodha & Co. Chartered Accountants FRN: 301051E
	• Audit Committee Chairman	 Partner (M. No. 055104)

28/8/2014