

**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”.

**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

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**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](http://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](mailto: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](http://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.

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- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://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:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://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.

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#### **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](http://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](http://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

<b>Name of Director</b>	<b>Shri Yashwant Kumar Daga</b>	<b>Shri Durga Prasad Birla</b>	<b>Shri Manoj Kumar Agrawal</b>
<b>Date of Birth</b>	07/03/1961	17/12/1926	15/04/1969
<b>Date of Appointment</b>	01/01/1992	07/09/2002	28/12/2005
<b>Expertise in Functional Areas</b>	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**

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<b>List of other Directorship held</b>	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.
<b>Chairman/Member of the committees of the Board of other companies in which he is a Director *****</b>	<u><b>Deepak Spinners Ltd</b></u> Audit committee Shareholders/Investors Grievance committee  <u><b>HGI Industries Ltd</b></u> Audit committee Shareholders/Investors Grievance committee  <u><b>Mint Investments Ltd</b></u> Audit committee Shareholders/Investors Grievance committee  <u><b>Oudh Sugar Mills Ltd</b></u> Audit committee Shareholders/Investors Grievance committee	NIL	NIL
<b>Number of shares held</b>	112500	NIL	NIL
<b>Relationship with Directors interse</b>	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)
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**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.