

Notice

Notice is hereby given that the 104th **Annual General Meeting** of the members of **Luxmi Tea Company Private Limited ('Luxmi Tea / the Company')** will be held on Friday, 5th August, 2016 at the registered office of the Company at "Kishore Bhavan", 17 R N Mukherjee Road Kolkata – 700 001 at 11 a.m. to transact the following Businesses :

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the financial statement of the Company for the year ended March 31, 2016 including the Statement of Profit and Loss for the year ended March 31, 2016 and the Balance Sheet as on that date and the Reports of the Board of Directors' & Auditors' thereon;
 - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016.
2. To appoint Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

"RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Messrs. L.B.Jha & Co, Chartered Accountants, Kolkata (FRN 301088E), the retiring Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company and the Board of Directors of the Company be and are hereby authorized to fix their remuneration for the said period and reimbursement of out of pocket expenses, as may be incurred in performance of their duties."

SPECIAL BUSINESS:

3. To approve **Issue of Bonus Shares** and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of section 61, 62, 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force), and Article 39 of the Articles of Association of the Company consent of the members be and is hereby accorded to the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorised in this behalf) of the Company for capitalization of such sum standing to the credit of securities premium / free reserves or any other permitted reserves/ surplus of the Company, as may be considered necessary by the Board and such sum be applied for allotment of new equity shares of Rs.1000/- each of the Company as fully paid-up bonus shares to the persons who on a date be declared by the Board of Directors (hereinafter referred to as "Record Date"), are the holders of the existing equity shares of Rs.1000/- each of the Company, and that such new equity shares credited as fully paid-up be accordingly allotted as Bonus Shares to such persons respectively as aforesaid in the proportion of 1 (one) equity share for every 1 (one) existing equity share held by such persons respectively on the Record Date and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid-up Capital of the Company.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letters of allotment be issued with respect to additional equity shares but the despatch of share certificates to shareholders who hold their existing equity shares in physical form will be completed thereof within the period prescribed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the new equity shares."

4. To approve the **remuneration of the Cost Auditors for the financial year ending March 31, 2017** and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Cost Auditors appointed by the Board of Directors namely Amitabha Chakravorty & Associates (FRN – 101117) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board

Date : 02.07.2016
Place: Kolkata

Abha Bafna
Company Secretary

Notes:

- 1) A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
In terms of rule 19 of the Companies (Management and Administration) Rules, 2014; a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 2) Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 3) The Register of Members and Share Transfer Book of the Company will remain closed from 3rd August to 5th August, 2016 (both days inclusive) for the purpose of issue of Bonus Shares, if approved.
- 4) **Unpaid and Unclaimed Dividend:** Those members, who have not so far encashed their Dividend cheques starting from the year ended 31st March, 2009 onwards, may immediately approach the Company for revalidation of such Dividend cheques. Pursuant to the provisions of the Companies Act, 2013 the Company has transferred the unpaid or unclaimed dividends upto financial year 2007-08 from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The unpaid & unclaimed dividend for the year 2008-09 will be transferred to the fund on or before 11th September, 2016
- 5) **Nomination Facility:** As per the provisions of section 72 of the Companies Act, 2013 facility for making nomination is available for the members in respect of the shares held by them. Members may register their nomination by submitting Form No. SH-13 with the Company. In case the member desire to cancel the earlier nomination and record fresh nomination he may submit the same in Form No. SH-14
- 6) Members / Proxies are requested to take note of the following:
- Copies of the Annual Report will not be distributed at the venue of the meeting;
 - Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
 - Entry to the meeting venue will be strictly on the basis of produce of duly completed and signed Attendance Slips; and
 - In all correspondence with the Company a Folio No., must be quoted
- 7) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 8) Member desirous of getting any information on the accounts or operations of the Company is requested to forward his queries to the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

Item No. 3

The members are aware that the operations and performance of the Company has grown over the past few years. The Board of Directors of the Company at their meeting held on March 7, 2016 considered it desirable to recommend issue of bonus shares in the ratio of 1 (one) equity share for every 1 (one) existing equity share held by the members on the record date, by capitalizing a part of the amount standing to the credit of the securities premium / free reserves or any other permitted reserves/ surplus, subject to approval of the shareholders.

The issue of Bonus shares by capitalization of reserves is authorised by Article 39 of the Articles of Association of the Company in conformity with the Companies Act, 2013. Accordingly, the resolution seeks the approval of the members for capitalizing of Rs. 76.72 Lacs (Rupees Seventy Six lacs Seventy two thousand only) out of the amount standing to the credit of permitted reserves/ surplus and issue of bonus shares out of the same on the terms and conditions set out in the resolution.

Memorandum of Interest:

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except as a member, to the extent of their shareholding.

Your Directors recommend passing of the resolution as Special Resolution.

Item No. 4

The Company being engaged in tea plantation and manufacturing activities, is required to appoint Cost Auditor to audit its cost accounting records in respect of plantation products in accordance with Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014 as amended ('the Rule').

In terms of Section 148 of the Act read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014 ('the Rule'), Messers Amitabha Chakravarty & Associates has been appointed as the Cost Auditors of the Company for the year ended March 31, 2017 at a consolidated remuneration of Rs. 70,000/- (Rupees Seventy thousand only) exclusive of applicable taxes and out of pocket expenses, subject to ratification by the Shareholders of the Company.

Accordingly, consent of the members is sought by way of an Ordinary Resolution, for approval of remuneration payable to the Cost Auditor for the financial year ending March 31, 2017.

Memorandum of Interest:

None of the Directors of the Company is concerned or interested in the resolution.

Your Directors recommend passing of the resolution as Ordinary Resolution.

