

NOTICE

Notice is hereby given that the 105th **Annual General Meeting** of the members of **Luxmi Tea Company Private Limited ('Luxmi Tea / the Company')** will be held on Friday, the 21st day of July, 2017 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 Business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the financial statement of the Company for the year ended March 31, 2017 including the statement of Profit and Loss for the year ended March 31, 2017 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, 2017.
2. To declare a dividend on equity shares of the Company for the year ended 31st March, 2017.
3. 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 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:

4. To approve the **remuneration of the Cost Auditors for the financial year ending March 31, 2018** 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, 2018, 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.”

5. To approve the **appointment of Mr. Rudra Chatterjee as Whole-time Director (designated as Executive Director)** 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** in accordance with the provisions of Sections 197, 198, 203 of the Companies Act, 2013 read with Schedule V to the Act and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Rudra Chatterjee (DIN 01504650) as an Executive Director (Whole-time Director as per Companies Act, 2013) of the Company, for the further period of three (3) year with effect from April 1, 2017, on terms and conditions as detailed below:

1. Remuneration : Rs. 1,25,000/- per month
2. LTA: Rs. 1,00,000 p.a
3. Commission: 1% of the net profits of the Company computed in accordance with Sections 197 and 198 and other applicable provisions of the Companies Act, 2013
4. Reimbursement of mobile bill used for official purpose.
5. Subscription/Bills for two clubs to be paid directly to the clubs
6. PF, Gratuity as per the rules of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said appointment including components of remuneration payable to Mr. Chatterjee, as it may deem fit but subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

By order of the Board

Abha Bafna
Secretary

Date: June 28, 2017
Place: Kolkata

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 on July 21, 2017 (Record Date).
- 4) Date of Annual General Meeting, i.e., July 21, 2017 has been fixed as the record date for the purpose of issue of Bonus Shares, if approved.

Dividend will be paid, on or before August 20, 2017, to those Shareholders whose name is appearing the register of members on the close of business on 20th July, 2017, subject, however to the provision of Section 126 of the of the Companies Act, 2013

- 5) **Unpaid and unclaimed Dividend:** Those members, who have not so far encashed their Dividend cheques starting from the year ended 31st March, 2010 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 2008-09 from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
- 6) **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
- 7) Members / Proxies are requested to take note of the following:
 - a. Copies of the Annual Report will not be distributed at the venue of the meeting;
 - b. Attendance slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
 - c. Entry to the meeting venue will be strictly on the basis of produce of duly completed and signed Attendance Slips; and
 - d. In all correspondence with the Company a Folio No., must be quoted
- 8) 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.

- 9) 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. 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 Chakraborty & Associates has been appointed as the Cost Auditors of the Company for the year ended March 31, 2018 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, 2018.

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.

Item No. 5

Mr. Rudra Chatterjee has been associated with the Company since May 2007 and is actively involved in the business development and formulation of long term policies and strategies for the Company. Mr. Chatterjee is an Economics Graduate from St. Xaviers College, Calcutta and post Graduate from Columbia University. The Board of Directors of the Company at its meeting has appointed Mr. Rudra Chatterjee as an Executive Director (Whole-time Director as per Companies Act, 2013) for a period of three years w.e.f. April 1, 2017. Broad particulars of the terms of appointment of Executive Director are as under:

1. **Consolidated Salary:** Rs. 1,25,000/- (Rupees One Lakh Twenty-Five Thousand only) per month
2. **Leave Travel Allowance:** Rs. 1,00,000/- (Rupees One Lakh only) per annum against submission of bill.
3. **Commission:** 1% of the net profits of the Company computed in accordance with Sections 197 and 198 and other applicable provisions of the Companies Act, 2013.
4. Reimbursement of mobile bill used for official purpose.
5. Subscription/Bills for two clubs to be paid directly to the clubs
6. Provident Fund and Gratuity as per the rules of the Company.

Other terms of appointment:

II. Overall Remuneration:

The aggregate of salary and perquisites in any one financial year shall not exceed the limits prescribed or to be prescribed from time to time under sections 197 of the Companies Act, 2013 read with Schedule V to the said Act Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 or any other provision of the Act for the time being in force.

III. Minimum Remuneration:

In the event of loss and inadequacy of profit in any financial year during the currency of tenure of the service as Executive Director the above remuneration be paid as minimum remuneration subject to the limits prescribed in the Act.

Memorandum of Interest:

Except Mr. Rudra Chatterjee, being an appointee Director and Mr. Dipankar Chatterjee being related to him, none of the Directors of the Company are concerned or interested in the resolution.

Your Directors recommend passing of the resolution as Ordinary Resolution