

DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata - 700069
Mobile: 09831196869; Email: droliapravin@yahoo.co.in

Report of Scrutinizer

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015)

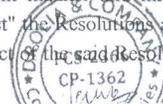
The Chairman,
LONGVIEW TEA COMPANY LIMITED
CIN: L15491WB1879PLC000377
2nd Floor, 16, Hare Street,
Kolkata-700 001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper at the Annual General Meeting of M/s Longview Tea Company Limited held on Thursday, 29th September, 2016 at 10.30A.M. at the Committee Room of Calcutta Chamber of Commerce, 18H, Park Street Kolkata-700 071

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as a Scrutinizer, by the Board of Directors of M/s. Longview Tea Company Limited ("the Company") at its meeting held on 26th May, 2016, in terms of the provisions of Section 108 of the Companies Act, 2013("Act"), read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot Paper at the Annual General Meeting (AGM) of the Company on the Resolutions set out in the Notice dated 10th August, 2016 of the AGM of the Company held on Thursday, 29th September, 2016 at 10.30 A.M. at the Committee Room of Calcutta Chamber of Commerce, 18H, Park Street Kolkata-700071.

1. The Notice dated 10th August, 2016 convening the AGM of the Company along with the Statement under Section 102 of the Act were sent on 3rd September, 2016 to those Shareholders whose names appeared in the Register of Members/Beneficial Owners as on 26th August, 2016 in respect of the Resolutions to be passed at the said AGM of the Company and the "Advertisement" was published in "Business Standard"(All India Edition) and in Sukhabar (All India Edition) on 06-09-2016 pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended.
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting to the Shareholders of the Company. The Company had also provided voting facility by way of physical Ballot to the Shareholders present at the AGM, who were not able to cast their votes by means of remote e-voting prior to the AGM.
3. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to remote e-voting and voting through Physical Ballot Paper at the AGM on the proposed Resolutions contained in the Notice. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and through Physical Ballot Paper at the said AGM are conducted in a fair and transparent manner and making a Consolidated Scrutinizer(s) Report of the total votes, cast "in favor" or "against" the Resolutions after taking the effect of "invalid" or "abstained" votes polled by the Members in respect of the said Resolutions set forth in the Notice of the said AGM of the Company.



4. Further to the above, I submit my report as under:-

- i. The remote e-voting period commenced on Monday, 26th September, 2016 from 9.00 A.M (IST) and ended on Wednesday, 28th September, 2016 at 5.00 P.M. (IST).
- ii. The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 22nd September, 2016, fixed by the Board of Directors, were entitled to vote on the proposed Resolutions set out in the Notice of the AGM of the Company .
- iii. Members who were Shareholders as on the cut-off date but did not cast their votes by means of remote e-voting prior to the AGM and attended the AGM personally or through their proxy or proxies were eligible to cast their votes through Physical Ballot Paper at the said AGM. After conclusion of voting by Physical Ballot Paper at the said AGM, the Ballot Box was opened by my authorized representative Mr. Subhajt Dutta and Mr. Jayanta Biswas, who were not in the employment of the Company and the voting was diligently scrutinized.
- iv. The votes cast through remote e-voting facility were thereafter unlocked on 29th September, 2016, after conclusion of AGM, in the presence of 2 (two) witnesses, **Mr. Naveen Saraf** and **Mrs.Sangita Drolia** who were not in the employment of the Company.
- v. The Report inter alia containing details such as list of Equity Share Holders, who voted "for" or "against", on each of the Resolutions that were put to vote and whose votes became invalid or who abstained from voting, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>.
- vi. The combined result of voting through electronic means, i.e. remote e-voting and voting through Physical Ballot Papers at the AGM is as per "**Annexure - A**" attached herewith.

All the relevant records of voting will remain in my custody until the Chairman considers, appears and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

FOR DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)
Proprietor

F.C.S No.2366,
Certificate of Practice No.1362



Place: Kolkata
Date: 29th September, 2016

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the AGM of LONGVIEW TEA COMPANY LIMITED held on 29th September, 2016

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes			Invalid votes			Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					no. of folios/ No. of Ballots	Votes	% of Valid votes	no. of folios/ No. of Ballots	Votes	% of Invalid votes	No. of folios/ No. of Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
1	To consider and adopt The Financial Statements of the Company for the financial year ended 31st March, 2016 together with the reports of the Board of Directors and Auditors of the Company thereon: (As an Ordinary Resolutions)	Electronic	15	1322321	15	1322321	100.00	0	0	0.00	14	1322319	100.00	1	2	0.00	0	0
		Physical	19	1201	17	1086	90.42	2	115	9.58	16	1062	97.79	1	5	0.46	0	0
		TOTAL	34	1323522	32	1323407	100.00	2	115	9.58	30	1323381	100.00	2	7	0.46	0	0
2	To appoint a Director in place of Shri. Yashwant Kumar Daga (DIN: 00040632) who retires by rotation and being eligible offers himself for re-appointment. (As an Ordinary Resolutions)	Electronic	15	1322321	15	1322321	100.00	0	0	0.00	14	1322319	100.00	1	2	0.00	0	0
		Physical	19	1201	17	1086	90.42	2	115	9.58	16	1062	97.79	1	5	0.46	0	0
		TOTAL	34	1323522	32	1323407	100.00	2	115	9.58	30	1323381	100.00	2	7	0.46	0	0
3	Re-appointment of M/S. Lodha & Company, Chartered Accountants (F.R.No. 301051E) as the Statutory Auditors of the Company to hold Office from the conclusion of this A.G.M till the conclusion of next A.G.M of the Company at such Remuneration to be agreed upon between the Auditors and the Board of Directors. (As an Ordinary Resolutions)	Electronic	15	1322321	15	1322321	100.00	0	0	0.00	14	1322319	100.00	1	2	0.00	0	0
		Physical	19	1201	17	1086	90.42	2	115	9.58	16	1062	97.79	1	5	0.46	0	0
		TOTAL	34	1323522	32	1323407	100.00	2	115	9.58	30	1323381	100.00	2	7	0.46	0	0
4	Consent of the Company is hereby accorded to the Board to sell or dispose Investments made by the Company by way of shares in Deepak Industries Limited and Deepak Spinners Limited to Promoters and Promoter Group including the Company itself, for such Consideration as may be decided by the Board, subject to value not exceeding Rs. 3,55,00,000/- in case of Deepak Industries Limited and Rs. 45,00,000/- in case of Deepak Spinners Limited as a related party Transaction. (U/S. 185 of the Companies Act, 2013. (As a Special Resolutions)	Electronic	15	1322321	15	1322321	100.00	0	0	0.00	14	1322319	100.00	1	2	0.00	0	0
		Physical	19	1201	17	1086	90.42	2	115	9.58	16	1062	97.79	1	5	0.46	0	0
		TOTAL	34	1323522	32	1323407	100.00	2	115	9.58	30	1323381	100.00	2	7	0.46	0	0
5	Consent of the Company is hereby accorded to the Board to make Investments and to provide Loan, give guarantee or security in connection with the loan, for an amount not exceeding Rs.75 crores.	Electronic	15	1322321	15	1322321	100.00	0	0	0.00	13	1322319	99.99	2	102	0.01	0	0
		Physical	19	1201	17	1086	90.42	2	115	9.58	16	1062	97.79	1	5	0.46	0	0

M. Paraf. Sdarlie



Notwithstanding that the aggregate of the investments so far made or to be made exceeds the limits/ will exceed the limits laid down in Section 186 of the Companies Act, 2013. (As a Special Resolutions)	TOTAL	34	1323522	32	1323407	100.00	2	115	9.58	29	1323381	100.00	3	107	0.47	0	0
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Delivery of any document pursuant to Section 20 of the Companies Act 2013 to a Member on payment of an amount of Rs.50/- (Rupees Fifty only) per each such document, over and above reimbursement of actual expenses incurred by the Company. (As an Ordinary Resolutions)	Electronic	15	1322321	15	1322321	100.00	0	0	0.00	13	1322319	99.99	2	102	0.01	0	0
	Physical	19	1201	17	1086	90.42	2	115	9.58	16	1062	97.79	1	5	0.46	0	0
	TOTAL	34	1323522	32	1323407	100.00	2	115	9.58	29	1323381	100.00	3	107	0.47	0	0

We the undersigned witness that the votes were unlocked from the evoting website of CDSL(<http://www.evotingindia.com>) in our presence at 12:29 P.M. on the 29th September, 2016.

N. Saraf
 (i) Mr. Naveen Saraf
 58/21, Prince Anwar Shah Road
 Kolkata 700045

S. Drolia
 (ii) Mrs Sangita Drolia
 Block D, 2nd floor
 15, Sellampur Road
 Kolkata 700031

FOR DROLIA & COMPANY
 (Company Secretaries)
Pravin Kumar Drolia
 Proprietor
 F.C.S No.2366, Certificate of Practice No.1362
 Place: Kolkata
 Date: 30th September, 2016

