



## NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 105th Annual General Meeting of the Members of the Company will be held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpriya Sasmal Road, Kolkata - 700033 on Friday, the 14th Day of September, 2018 at 10:30 A.M. to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - (a) the Annual Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
  - (b) the Annual Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 including the Audited Balance Sheet as at March 31, 2018 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March 2018.
3. To appoint a director in place of Mrs. Alka Devi Bangur (holding DIN 00012894), who retires by rotation and being eligible offers herself for re-appointment.
4. To ratify the appointment of M/s. Srikishen & Co., Chartered Accountants (Firm Registration No.004009S) as Statutory Auditors of the Company for the financial year 2018-19 and to fix their remuneration and in this connection to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s Srikishen & Co., Chartered Accountants (Firm

Registration No.004009S) Statutory Auditors of the Company be and is hereby ratified as Statutory Auditors for the financial year 2018-19, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company based on recommendations of the Audit Committee.

### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Articles of Association of the Company, Mr. Ashok Kumar Bhargava (DIN 00640248), who was appointed as an Additional Director (Independent) pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 8th May, 2018 not liable to retire by rotation.”

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company for borrowing from the Company's Bankers or any other bank, financial institutions, bodies corporate(s), persons etc. from time to time as the need be for the business of the Company, any sum or sums of money, on such terms and conditions and with or without security as the Board of Directors may think fit, which together



with the monies already borrowed by the Company (apart from cash credit arrangements, discounting of bills and temporary loans 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, its free reserves for the time being, that is to say, reserves not set apart for any specific purpose and securities premium, provided that such total borrowings by the Board at any time shall not exceed the limit of Rs. 200 Crores (Rupees Two Hundred Crores Only)".

7. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Company in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which expression shall also include a committee thereof) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such immovable and movable properties of the Company, wherever situated, both present and future, and in such manner as the Board may deem fit, with or without conferring power to enter upon and to take possession of such properties and the whole of the undertaking together with power to takeover of the substantial assets of the Company in certain events in favour of any lender or holder of security or their agent and trustee including financial institutions and commercial banks to secure the borrowings in the form of the rupee term loans, corporate loans, foreign currency loans, non-convertible debentures and/ or working capital limits and any other form of loan of whatever nature either at a time or from time to time for securing borrowings or securities or liabilities not exceeding Rs.200 Crores (Rupees Two Hundred Crores Only) or the aggregate of the paid-up share capital, free reserves and securities premium of the Company, at the relevant time, whichever is higher, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, costs, charges, expenses and other monies and remuneration of Trustees, if any, payable by the Company in terms of the loan agreement/ Trust

Deed/other documents to be finalized and executed between the Company and the Agents and Trustees/ Lenders as above and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders/Agents and Trustees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise documents for creation of charge, mortgage and hypothecation and to do all such acts, deeds, matters and things and to execute all such documents or writings as may be required for giving effect to the resolution."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in addition to the earlier resolutions passed by the members from time to time and pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") as amended from time to time and other applicable provisions, if any, applicable clauses of the Articles of Association of the Company, recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the payment of annual remuneration (including any fees or compensation payable) to the Executive Directors of the Company being promoters or members of the promoter group in the following manner subject to the same being within the limits prescribed under Section 197 read with Schedule V of the Act:

- (a) For each of such directors, annual remuneration exceeding Rs.5.00 crore or 2.5 per cent of the net profits of the Company, whichever is higher; or
- (b) For all such directors, aggregate annual remuneration exceeding 5 per cent of the net profits of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give



such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) [to be effective from 1st April, 2019 vide the SEBI LODR (Amendment) Regulations, 2018] and other applicable provisions, if any, recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Harischandra Maneklal Parekh [DIN: 00026530] Non-Executive Independent Director of the Company, till the expiry of existing terms of his appointment.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) [to be effective from 1st April, 2019 vide the SEBI LODR (Amendment) Regulations, 2018] and other applicable provisions, if any, recommendation and/or approval of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, consent of the Members of the Company

be and is hereby accorded for continuation of the directorship of Mr. Narasimhan Swaminathan [DIN: 02743671] Non-Executive Independent Director of the Company, till the expiry of existing terms of his appointment.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

**By Order of the Board  
For The Peria Karamalai Tea & Produce Co. Ltd.**

**Hyderabad  
14th May, 2018.**

**SAURAV SINGHANIA  
Company Secretary**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY’S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
2. a) A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent 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 person or shareholder.
- b) The proxy holder prove his identity at the time of attending the Meeting. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked. Requisition for inspection of proxies shall have to be made in writing by members



- entitled to vote on any resolution three days before the commencement of the meeting. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
3. The relevant Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts concerning each item of Special Business to be transacted at the meeting is annexed hereto and forms part of the Notice.
  4. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she participate in the meeting but not vote.
  5. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
  6. Corporate members are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote on their behalf at the meeting.
  7. Members/Proxies are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the Meeting hall for admission into the meeting hall. Members are also requested to bring their copy of Annual Report at the Meeting.
  8. Pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS2) on General Meetings, details of directors seeking appointment /reappointment at the Annual General Meeting are furnished in Annexure A which forms part of the notice.
  9. The Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with rules thereunder will be available for inspection by the members at the Annual General Meeting.
  10. Members who require communication in physical form in addition to e-communication, may write to us at [periatea@lnbgroup.com](mailto:periatea@lnbgroup.com)
  11. The Register of Members and Share Transfer Books of the Company will remain closed from 8th September, 2018 to 14th September, 2018 (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the meeting.
  12. Members may note that the notice of the meeting and the Annual Report of the Company for the year ended 31st March, 2018 is available on the Company's website [www.periatea.com](http://www.periatea.com). The physical copies of the aforesaid documents will also be available at the Company's registered office on all working days except Saturdays, from 10:00 a.m. to 12:00 noon upto the date of ensuing Annual General Meeting.
  13. The Dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration to those members whose names stand registered on the Company's Register of Members -
    - a) as Beneficial Owners as at 7th September, 2018 as per the list to be furnished by National Securities Depository Services Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in electronic form; and
    - b) as members in the Register of Members of the Company after giving effect to all the valid share transfers in physical form which are lodged with the Company on or before 7th September, 2018.
  14. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.
  15. In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DPID and Client ID number.



16. National Electronic Clearing Service (NECS):

- a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent ('RTA'), M/s SKDC Consultants Limited. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
- b) Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, M/s SKDC Consultants Limited cannot act on request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend are requested to write to the Registrar and Share Transfer Agent of the Company.

17. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with pin code of the post office, mandate, bank particulars and Permanent Account Number(PAN) to the Company's Registrar and Share Transfer Agent ('RTA') and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.

18. Members holding shares in physical form, desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and rules made thereunder are requested to submit the prescribed Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), as applicable for the purpose, to the RTA of the Company i.e., SKDC Consultants Limited .

Members holding shares in demat form may contact their respective Depository Participant for recording nomination in respect of their shares.

19. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
20. As per the green initiative taken by the Ministry of Corporate Affairs, members are advised to register their email address with the Company in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in demat form to enable the Company to serve documents in electronic form.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or to M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006.
22. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories. The Equity Shares of the Company are compulsorily required to be traded in dematerialized form by all Investors. Members, who have not dematerialised their shares as yet, are advised to have their shares dematerialised to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialised form.
23. Members desirous of receiving any information on the accounts of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
24. Members wishing to claim dividend which remain unclaimed are requested to correspond with the Company or RTA of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's



unpaid dividend account will be transferred to the Investor Education and Protection Fund.

25. Electronic copy of the Annual Report, notice of the Annual General Meeting, along with attendance slip and proxy form are being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of annual report and notice for 2017-18 are being sent through the permitted mode.

26. In terms of the first proviso of section 139(1) of the Companies Act, 2013, companies are required to place the matter relating to ratification of appointment of Statutory Auditor of the Company for approval of shareholders at every Annual General Meeting ('AGM'). Further, in terms of the Companies (Amendment) Act, 2017, issued by the Ministry of Corporate Affairs vide its Notification dated 7th May, 2018, no further ratification of appointment of Auditors is required by the members at every AGM. Therefore, the requirement of ratification is not applicable on the Company. However, the Company has appointed M/s Srikishen & Co. as the Statutory Auditor of the Company, for a term of five years till the conclusion of the 108th AGM of the Company, subject to the ratification of such appointment by the shareholders at every AGM, hence, the Company is continuing to ratify their appointment in the AGM till the completion of their tenure.

27. Members are requested to note that the venue of the 105th Annual General Meeting at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpriya Sasmal Road, Kolkata- 700033 and the route map containing the complete particulars of the venue is attached to this notice.

#### 28. Voting through electronic means:

a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f 19th March, 2015, Clause 7.2 of Secretarial Standard on General Meeting (SS-2) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility of voting by electronic means in respect of the business

to be transacted at the meeting which includes the facility of casting the votes by the members using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting) and the same will be provided by Central Depository Services (India) Limited (CDSL).

- b) The facility of voting through ballot or polling paper shall also be made available for the members at the meeting who have not been able to vote electronically and who are attending the Meeting. The members who have cast their vote electronically would be entitled to attend the meeting but would not be permitted to cast their vote again at the meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
- c) The instructions for members for voting electronically are as under:
  - i. The remote e-voting period begins on 11th September, 2018 at 10:00 A.M. and ends on 13th September, 2018 at 5:00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialised form as the cutoff date (record date) of 7th September, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  - ii. Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote at the meeting venue.
  - iii. The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - iv. Click on "Shareholders" tab.
  - v. Now enter your user ID
    - a) For CDSL: 16 digits beneficiary ID
    - b) For NSDL: 8 character DP ID followed by 8 digit client ID
    - c) Members holding shares in physical form should enter folio number registered with the Company.
  - vi. Next enter the Image Verification as displayed and click on login
  - vii. If you are holding shares in demat form and had logged on the [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then our existing password is to be used.



viii. If you are a first time user, follow the steps given below:

<b>For Members holding shares in Dematerialised Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha numeric PAN issued by the Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on the attendance slip enclosed indicated in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend bank details or Date of Birth (DOB)</b>	<p>Enter the Dividend bank details or Date of Birth (in dd/mm/yyyy) format) as recorded in your demat account or in the Company's records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details filed as mentioned in instruction (v).</p>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then reach directly company screen. However, members holding shares in demat form will now reach "password creation" menu wherein they are required to mandatorily enter their login 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.

- xi. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- xii. Click on the relevant EVSN – "THE PERIA KARAMALAI TEA & PRODUCE COMPANY LIMITED" on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting by you by clicking on "Click here to print" option on the voting page.
- xviii. If demat account holder has forgotten the changed password then enter the User ID and Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I Phone, Windows Phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non-Individual Shareholders and Custodians
- a) Non Individual Shareholders (other than individuals, HUF, NRI etc.) and custodians are



- required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- c) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e) Scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any should be uploaded in PDF format in the system for the scrutiniser to verify the same
- xxi. 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- xxii. Any person who acquire share and become the member after despatch of Notice and hold shares as of the cut-off dates may obtain the sequence number for remote e-voting by sending a request to the Company's RTA.
- d) The voting shall be reckoned in proportion to a Member's share of voting rights on the paid up equity share capital of the Company as on the cut-off date of 7th September, 2018. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- e) The Board of Directors of the Company at their meeting held on 14th May, 2018 has appointed, M/s Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process/Ballot/Polling Paper in fair and transparent manner.
- f) The Chairman shall, at the Meeting, at the need of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
- g) Scrutinizer shall, immediately after the conclusion of the Meeting will first count the votes cast at the Meeting and thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the meeting make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- h) The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.periatea.com](http://www.periatea.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and shall also be displayed on the Notice Board of the Company at its registered office. Further, immediately after the declaration of result by the Chairman or a person authorised by him in writing shall communicate to National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.



## EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 5 to 10 of the accompanying Notice dated May 14, 2018.

### Item No. 5

The Board of Directors of the Company had pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, appointed Mr. Ashok Kumar Bhargava (DIN 00640248), as an Additional Director (Independent) of the Company w.e.f. 8th May, 2018. Mr. Ashok Kumar Bhargava holds office as an Additional Director (Independent) till the ensuing Annual General Meeting and is eligible for appointment.

Section 149 of the Companies Act, 2013, inter-alia, provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and their office will not be subject to retirement by rotation.

In order to keep adequate representation of Independent Directors on the Board with an objective to facilitate proper Board deliberations and also keeping in view of the potential size of business operations, the Board is of the opinion that Mr. Ashok Kumar Bhargava, be appointed as an Independent Director for a term up to five consecutive years.

Based on the declaration received from Mr. Ashok Kumar Bhargava, in terms of Section 149(7) of the Companies Act, 2013, the Board is of the opinion that Mr. Ashok Kumar Bhargava, fulfill the criteria of being appointed as an Independent Director as stipulated in Section 149(6) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The Board is also of the opinion that the proposed Director is independent of the management.

The Company has received the following from Mr. Ashok Kumar Bhargava (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

Consequently, the Board of Directors recommends for approval of the shareholders the appointment of Mr. Ashok Kumar Bhargava, as an Independent Director of the Company on such terms that he shall continue to hold office as non-rotational director for a term of 5 (five) consecutive years, with effect from 8th May, 2018.

Concerned Director and their relatives are interested in their respective resolution being related to his own appointment.

Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 5 of the accompanying Notice.

The Board recommends the resolution set forth in item no. 5, for the approval of members as an Ordinary Resolution.

### Item No. 6

Under Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board of Directors of a company cannot, except without the consent of the members by a special resolution, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital, free reserves and securities premium of the company.

In order to facilitate future business expansion and to provide resources to meet additional fund requirements for the growing operations of the Company the borrowing of the Company may exceed the aggregate of the paid-up capital, free reserves and securities premium of the company.

The consent of the members is therefore, sought in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013 to enable the Board of Directors to exercise powers in relation to borrowings over and above the limit referred in Section 180 of the Companies Act, 2013.

The proposed resolution being in the interest of business of the Company, the Board recommends the resolution to be passed as Special Resolution by the members.

None of the Directors of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution.



### Item No. 7

The members of the Company at the Annual General Meeting of the Company held on September 22, 2014 by way of an Special Resolution had authorised the Board of Directors of the Company to Mortgage or otherwise dispose of or to create charge, mortgage and/ or hypothecate the whole of or substantially the whole of the undertakings of the Company at such time and on such terms and conditions as the Board may deem fit, in the best interest of the Company.

Keeping in view the authorisation to the Board of Directors to borrow amount of Rs. 200 crores in excess of the aggregate of the paid-up capital, free reserves and securities premium of the company pursuant to section 180 (1) (c) as discussed in item no.6 herein above and in view recent amendments in Companies Act, 2013 it is requisite and necessary to modify the Special Resolutions passed earlier on 22nd September, 2014.

The consent of the members is therefore, sought in accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 to enable the Board of Directors to exercise powers in relation to creation of security over and above the limit referred in Section 180 of the Companies Act, 2013.

The proposed resolution being in the interest of business of the Company, the Board recommend the resolution to be passed as Special Resolution by the members.

None of the Directors of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed resolution.

### Item No. 8

SEBI has recently come out with a Notification on 9th May, 2018 amending the existing Listing Regulations by issuing the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter referred to as "New Regulations"). The New Regulations shall be effective from 1st April, 2019 unless any other specific date is provided for a specific Regulation. Regulation 17 is one of the provisions in which the amendments have been made by inter alia inserting a new clause under sub- regulation (6) thereunder and the same shall be applicable with effect from 1st April, 2019. Pursuant to the aforesaid amendment, any payment of remuneration to the executive directors of the Company being promoters or members of the promoter group in excess of higher of Rupees 5 crore or 2.5 per cent of the net profits to one such director or 5% of net profits in aggregate to all such directors will require the approval

of the members of the Company by way of a special resolution.

The remuneration of the Executive Directors of the Company was approved/ revised, from time to time, by the Members of the Company in terms of the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereof within the limits prescribed under the said provisions. However, since the limits fixed by the Members vide their resolutions are in excess of the limits prescribed under the new Regulation. In view of the amended provisions of the Listing Regulations, such remuneration shall require to be approved by the shareholders through a special resolution.

Accordingly, Members of the Company are requested to approve the limits set out above for payment to the executive directors in the promoters or members of the promoter group category namely Mrs. Alka Devi Bangur [DIN: 00012894], Managing Director and Mr. Shreeyash Bangur [DIN:00012825], Deputy Managing Director of the Company.

The Board of Directors recommends the resolution set forth in item no. 8 for approval of the members as a Special Resolution.

Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 8 of the accompanying Notice.

### Item No. 9

The Members of the Company on 22nd September, 2014 approved the appointment of Mr. Harischandra Maneklal Parekh [DIN: 00026530] as a Non - Executive Independent Director of the Company for a period of five years from the said date. He will complete his present term on 21st September, 2019.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years. Since Mr. Parekh has already attained the specified age limit of 75 years, continuation of his directorship shall require approval of shareholders by way of special resolution.

The Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mr. Parekh counsel and advice, especially



in the industry in which the Company operates and that their continued association with the Company would be immense benefit to the Company, it is desirable to continue to avail services as Independent Director.

The Board recommends the resolutions set forth in item no. 9 for approval of the members as Special Resolution.

Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 9 of the accompanying Notice.

#### **Item No. 10**

The Members of the Company on 22nd September, 2014 approved the appointment of Mr. Narasimhan Swaminathan [DIN: 02743671] as a Non -Executive Independent Director of the Company for a period of five years from the said date. He will complete his present term on 21st September, 2019.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years. Since Mr. Swaminathan has

already attained the specified age limit of 75 years, continuation of his directorship till the expiry of existing terms of his appointment shall require approval of shareholders by way of special resolution.

The Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mr. Swaminathan counsel and advice, especially in the industry in which the Company operates and that their continued association with the Company would be immense benefit to the Company, it is desirable to continue to avail services as Independent Director.

The Board recommends the resolutions set forth in item no. 10 for approval of the members as Special Resolution.

Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 10 of the accompanying Notice.

**By Order of the Board  
For The Peria Karamalai Tea & Produce Co. Ltd.**

**Hyderabad  
14th May, 2018.**

**SAURAV SINGHANIA  
Company Secretary**



## Annexure A

### Details of Directors seeking Appointment / reappointment at the ensuing Annual General Meeting

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 (SS- 2 on General Meetings)

Name of Director	Mrs. Alka Devi Bangur	Mr. Ashok Kumar Bhargava
DIN	00012894	00640248
Age / Date of Birth	64 years / 28.11.1954	62 Years / 09.09.1956
Date of First Appointment on the Board	17.09.1993	08.05.2018
Expertise in Specific functional areas	Industrialist	Tea Industry
Qualification	MBA	Post Graduate and Senior Executive Programme from London Business School.
Terms and condition of appointment / re-appointment	Director liable to retire by rotation and eligible for reappointment	As per Point No.5 of explanatory statement
Remuneration last drawn by such person, if applicable	Rs 42.07 lakhs	NIL
List of outside directorship held excluding alternate directorship	1. Rupa & Company Ltd 2. Maharaja Shree Umaid Mills Limited 3. Apurva Export Pvt. Ltd 4. The Marwar Textiles (Agency) Private Limited 5. MugneeramRamcoowarBangur Charitable & Religious Company	NIL
Chairman/ Member of the Committees of the Board of Directors of the Company	NIL	Member of Audit Committee and Stakeholders Relationship Committee.
Chairman/ Member of the Committees of the Board of Directors of other companies in which he/she is a director	Chairman of Stakeholders Relationship Committee and Member of Audit Committee of Maharaja Shree Umaid Mills Limited.	NIL



<b>Name of Director</b>	<b>Mrs. Alka Devi Bangur</b>	<b>Mr. Ashok Kumar Bhargava</b>
No. of Equity shares held in the Company	37638	NIL
Number of Board Meetings attended during FY 2017-18	5 (Five)	Appointed w.e.f 8th May, 2018
Relationship with other Directors, Manager and other Key Managerial Persons of the Company	Wife of Mr. Lakshmi Niwas Bangur, Chairman and Mother of Mr. Shreeyash Bangur, Deputy Managing Director.	None



### Venue of the 105th Annual General Meeting – Route Map

