

THE PERIA KARAMALAI TEA AND PRODUCE COMPANY LIMITED

CIN: L01132TZ1913PLC000350

Registered Office: PANCHRATN, 286, Race Course Road, Coimbatore - 641018

Phone: 0422-2221352 Fax: 0422-2220380

Email: periatea@dataone.in Website: www.periatea.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act and Rules made there under, the below mentioned Special Resolutions in respect of shifting of registered office of the Company, alteration of the object clause of the Memorandum of Association of the Company and adoption of a new set of Articles of Association of the Company are proposed to be transacted/ passed by the Members through postal ballot/ e-voting.

You are requested to send your assent or dissent for the Resolutions in either of the following modes:-

- (a) by filling in the necessary details in the Postal Ballot form enclosed, signing the same at the marked place and returning the same in the enclosed postage pre-paid business reply envelope; or
- (b) by E-voting through the platform provided by Central Depository Services (India) Limited ("CDSL"), the e-voting agency appointed by us for the purpose.

The Board of Directors of the Company at its meeting held on 8th November, 2016 has appointed Mr. M. D. Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed, postage pre-paid envelope, so as to reach the scrutinizer on or before the close of working hours at 5.00 PM on Tuesday, the 7th February 2017. Your assent / dissent received after 5.00 PM on Tuesday, the 7th February 2017 would be strictly treated as if a reply from you has not been received. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

As required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility as an alternative to sending postal ballot form. Accordingly, instead of returning Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform. E-voting platform will be opened for tendering your votes from 9.00 AM on Monday, the 9th January 2017 to 5.00 PM on Tuesday, the 7th February 2017. Members opting for e-voting may follow the procedure, as recommended by CDSL, under 'E-voting facility' in the Postal Ballot Form.

The Scrutinizer shall submit his report to the Chairman of the Company or in his absence, any other Director or person authorized by him. The result of the postal ballot shall be:

- Announced on or before the close of business hours on Thursday, 10th February, 2017
- Displayed on the website of the Company and CDSL on Thursday, 10th February, 2017 and
- Published in newspapers simultaneously
- Communicated to the National Stock Exchange Ltd (NSE) and The Calcutta Stock Exchange Ltd (CSE), the stock exchanges where the equity shares of the company are listed

In the event, the resolutions as set out below are assented by the requisite majority of the shareholders by means of Postal Ballot, it shall be deemed to have been passed as Special Resolutions at the General Meeting of the Company and it shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting.

SPECIAL BUSINESS

Item No.1: Shifting of Registered Office of the Company from the State of Tamil Nadu to the State of West Bengal

To consider and if thought fit, to give assent / dissent to the following Resolution to be passed as a Special Resolution:

RESOLVED THAT pursuant to Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Central Government (delegated to Regional Director, Chennai) and such other approvals, as may be required, consent of the members be and is hereby accorded for shifting of the registered office of the Company from the "State of Tamil Nadu" (i.e. from the jurisdiction of Registrar of Companies, Coimbatore, Tamil Nadu) to the "State of West Bengal" (i.e. to the jurisdiction of Registrar of Companies, Kolkata, West Bengal) and Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following new clause:

"2. The Registered Office of the Company will be situated in the state of West Bengal"

RESOLVED FURTHER THAT upon the confirmation from the Central Government, the registered office of the Company be shifted from 'PANCHRATN', 286, Race Course Road, Coimbatore - 641018, Tamil Nadu to such place at Kolkata, West Bengal, as the Board of Directors may determine.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as may be necessary, proper, required or incidental thereto, in this regard including but not limited to filing of requisite forms etc., with the Ministry of Corporate Affairs or such other authorities as may be required and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.

Item No.2: Alteration of the Memorandum of Association of the Company

To consider and if thought fit, to give assent / dissent to the following Resolution to be passed as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 13, 110 and other applicable provisions of Companies Act, 2013 read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, consents, sanctions and permission of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent those be necessary, Clause 3 of the Memorandum of Association of the Company be and is hereby amended by insertion of the following sub-clause 22A after the existing sub-clause 22.

22A. To invest, sell, purchase, exchange, surrender, extinguish, relinquish, subscribe, acquire, undertake, underwrite, hold, auction, convert or otherwise deal in any shares, stocks, debentures, debenture stock, bonds, negotiable instruments, hedge instruments, warrants, certificates, premium notes, treasury Bills, obligations, inter corporate deposits, call money deposits, public deposits, commercial papers, options, futures, money market securities, marketable or non-marketable securities, derivatives and other instruments and securities issued, guaranteed or given by any government, semi-government, local authorities, public sector undertakings, companies, corporations, co-operative societies, trusts, funds, State, Dominion sovereign, Ruler, Commissioner, Public body or authority, Supreme, Municipal, Local or otherwise and other organizations /entities / persons and to acquire and hold controlling and other interests in the securities or loan capital of any issuer, company or companies.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary in the above resolution and to perform all such acts, deeds and things, execute documents, and to file necessary Forms / Returns / Applications / Documents / Papers as are required to be filed and, to take all steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.

Item No.3: Adoption of new set of Articles of Association

To consider and if thought fit, to give assent / dissent to the following Resolution to be passed as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force), the regulations contained in the new set of Articles of Association bearing numbers 1 to 68 and as placed on the company's website 'www.periatea.com', be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution for, and to the entire exclusion of the Article numbers 1 to 209 of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary in the above resolution as may be required and to perform all such acts, deeds and things, execute documents, and to file necessary Forms / Returns / Applications / Documents / Papers as are required to be filed and, to take all steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and reasons thereof in respect of proposed special business along with the Postal Ballot Form is appended herein below.
2. The approval of the shareholders is being sought through the Postal Ballot, as required under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for which a separate Ballot form is circulated to the members along with this notice.
3. Voting period commences from 9:00 AM on Monday, the 9th January 2017 and ends at 5.00 PM on Tuesday, the 7th February, 2017 for the members exercising their voting either by Postal Ballot or through E-voting.
4. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 30th December, 2016.
5. The members whose names appear in the Register of Members / Record of Depositories as on Friday, 30th December, 2016 will only be considered for voting.
6. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the Assent (For) / Dissent (Against) in the attached Business Reply envelope so as to reach the Scrutinizer on or before 5:00 PM on Tuesday, the 7th February, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence, members are requested to send the duly completed Postal Ballot Form well before Tuesday, the 7th February, 2017, providing sufficient time for postal transit.
7. The results of the Postal Ballot shall be announced before 5:00 PM on Thursday, the 10th February 2017 at the registered office of the Company and shall also be displayed on the Company's website www.periatea.com and on the website of CDSL and will also be published in newspapers simultaneously and will also be communicated

to the National Stock Exchange Ltd (NSE) and The Calcutta Stock Exchange Ltd (CSE), the stock exchanges where the equity shares of the company are listed.

8. The Postal Ballot Form and self-addressed, pre-paid postage envelopes, are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited ('CDSL') for which the required procedure is incorporated in the Postal Ballot Notice.
9. The Postal Ballot Notice and Form have been placed on Company's website www.periatea.com and CDSL e-voting website i.e. www.evotingindia.com and will remain on such website until the last date of receipt of the Postal Ballot from members.
10. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on 30th December, 2016.

INSTRUCTIONS FOR VOTING:

A. VOTING THROUGH POSTAL BALLOT FORM

Instructions regarding voting through Postal Ballot Form have been given on the reverse side of the Postal Ballot Form

B. REMOTE E-VOTING FACILITY

Pursuant to Section 110 of the Companies Act, 2013 read with applicable rules there under and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

The instructions for members for voting electronically are as under:-

- i. The voting period begins on Monday, the 9th January, 2017 at 9.00 A.M. and ends on Tuesday, the 7th February, 2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of the 30th December, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot form indicated in the PAN field.
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. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii. After entering these details appropriately, click on “SUBMIT” tab.

ix. Members holding shares in physical form will then directly reach 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.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for ‘The Peria Karamalai Tea and Produce Company Limited’.

xii. 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.

xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiv. 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.

xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

xvii. If the demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- xviii. 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. iPhone and 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.
- xix. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A 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 scrutinizer to verify the same.
- xx. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

The Registered Office of the Company is presently situated in the State of Tamil Nadu at No. 286, Race Course Road, Coimbatore – 641018. As the members are aware, majority of the Promoters and Directors of the Company are based in Kolkata, West Bengal and hence it is proposed to shift the Registered Office of the Company from the ‘State of Tamil Nadu’ to the ‘State of West Bengal’ to bring in ease of management. This will ensure managing the Company more effectively and economically and would in no way be detrimental to the interest of any member of the public, employees and associates of the Company in any manner. The shifting of the registered office would also provide administration convenience. Hence, the Board of Directors, at its meeting held on 8th November, 2016, subject to approval of shareholders and necessary approvals from appropriate authorities, has approved to shift the Registered Office of the Company from ‘PANCHRATN’, 286, Race Course Road, Coimbatore - 641018, Tamil Nadu to such place at Kolkata, West Bengal, as the Board of Directors may determine.

Pursuant to the provisions of Section 12, 13 and 110 of the Companies Act, 2013 and the Rules made thereunder, shifting of Registered Office of the Company from one State to another and consequent alteration to the Memorandum of Association of the Company requires approval of the Members by way of Special Resolution which would be subject to the approval of the Central Government (delegated to the Regional Director, Chennai).

Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Special Resolution for shifting of Registered Office of a Listed Company from one state to another is required to be passed by way of Postal Ballot.

After obtaining the consent of the Members, an application will be made pursuant to Section 13(4) of the Companies Act, 2013, to the Central Government (delegated to the Regional Director, Chennai) for shifting of the Registered Office of the Company from the ‘State of Tamil Nadu’ to the ‘State of West Bengal’ and for the consequential amendments to the situation clause of the Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company as on date along with the proposed amendments will be open for inspection at the present Registered Office of the Company on all working days (Monday to Friday) between 09.00 am to 05.00 pm up to 7th February 2017 (i.e. the last date for receiving Postal Ballot Forms by the Scrutinizer).

The Board recommends the Special Resolution for your approval through Postal Ballot / e-voting.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No.1 of the Notice.

Item No.2

The Company was incorporated on 5th day of July, 1913 for the purpose of Manufacturing Black Tea and similar constituents and other objects as per the objects specified in the Memorandum of Association of the Company.

The Board of Directors have proposals to invest the available funds in shares/stocks and other marketable securities for which it has been thought appropriate to insert a new sub-clause 22A in the Memorandum of Association of the Company, in the manner as set out in the Resolution.

According to the provisions of Section 13 of the Companies Act, 2013, the proposed alteration in the Memorandum of Association can be made by way of passing a Special Resolution by the members of the Company.

A copy of the Memorandum of Association of the Company as on date along with the proposed amendment will be open for inspection at the present Registered Office of the Company on all working days (Monday to Friday) between 09.00 am to 05.00 pm up to 7th February, 2017 (i.e. the last date for receiving Postal Ballot Forms by the Scrutinizer).

The Board recommends the Special Resolution for your approval through Postal Ballot / e-voting.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No.2 of the Notice.

Item No.3

The existing regulations of the Articles of Association of the Company were framed based on the provisions contained in the Companies Act, 1956. However, with the commencement of the Companies Act, 2013, most of the regulations contained in the existing Articles of Association of the Company are not in line with the provisions of the Companies Act, 2013.

Therefore, the Board of Directors of the Company at its meeting held on 8th November 2016 has approved the proposal of replacement of the existing Regulations of the Articles of Association with a new set of Regulations which is in line with the provisions of the Companies Act, 2013.

Further, pursuant to Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company requires the approval of the members by a special resolution.

A copy of the draft Articles of Association of the Company is available on the website of the Company and can be viewed by the members through the web-link 'www.periatea.com/'. Both the existing and the new set of Articles of Association of the Company are available for inspection at the present Registered Office of the Company on all working days (Monday to Friday) between 09.00 am to 05.00 pm up to 7th February, 2017 (i.e. the last date for receiving Postal Ballot Forms by the Scrutinizer).

The Board recommends the Special Resolution for your approval through Postal Ballot / e-voting.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No.3 of the Notice.

By Order of the Board
For **THE PERIA KARAMALAI TEA AND PRODUCE COMPANY LIMITED**

Place : Coimbatore
Date : 6th January 2017

R V SRIDHARAN
Company Secretary