

VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No -AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

To,
The Chairman,
The Peria Karamalai Tea and Produce Company Limited,
7, Munshi Premchand Sarani,
Hastings,
Kolkata - 700 022
India

Re: Consolidated Report of Scrutinizer for 105th(Hundred and Fifth) Annual General Meeting of the Shareholders of The Peria Karamalai Tea and Produce Company Limited (hereinafter referred to as "Company"), at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata - 700033 on Friday, the 14th Day of September, 2018 at 10:30 A.M.

In terms of authority of the Board Resolution dated 14th May, 2018, the Company has appointed Mr. Arun Kumar Maitra, Partner at Vinod Kothari & Company, Practising Company Secretaries, having registered office at 1006-1009, Krishna Building, 224 A.J.C. Bose Road. Kolkata-700017, as the Scrutinizer for the purpose of scrutinizing the remote e-voting and the voting process on the below mentioned Resolutions passed at the 105th Annual General Meeting ('Meeting') of the Company, held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata- 700033 on Friday, 14th day of September, 2018 at 10.30 A.M.

We have separately, on even date, given our report for the results of the polling process carried at the meeting, as required by Section 108 and 109 of the Companies Act, 2013 conducted at the Meeting. This Consolidated Report is to be read alongwith the other report as well.

We hereby submit our Consolidated Report as under:

1. The summary of the results of the voting on each resolution by adding the votes received in favour and against a resolution by both the means i.e., through poll as well as remote e-voting are as under:



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Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
No.1	34	1798647	100	0	0	0	1	1
No.2	34	1798647	100	0	0	0	1	1
No.3	33	1798497	100	0	0	0	1	1
No.4	33	1798497	100	0	0	0	1	1
No.5	33	1798497	100	0	0	0	1	1
No.6	33	1798497	100	0	0	0	1	1
No.7	33	1798497	100	0	0	0	1	1

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No. 8	33	1798497	100	0	0	0	1	1
No. 9	33	1798497	100	0	0	0	1	1
No. 10	33	1798497	100	0	0	0	1	1

2. The consolidated result of the remote e-voting and the poll on the matter put to vote at the Meeting is as under:

a) **Resolution No. 1: To receive, consider and adopt:**

- The Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and
- The Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.

Resolution required:	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	No



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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	1496390	1496390	100.00	1496390	0	100.00	0
Public-Institutions	E-Voting	391788	284066	72.505	284066	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	391788	284066	72.505	284066	0	100.00	0
Public-Non Institutions	E-Voting	1207701	152	0.013	152	0	100.00	0
	Poll		18039	1.494	18039	0	100.00	0
	Total	1207701	18191	1.507	18191	0	100.00	0
Total		3095879	1798647	58.098	1798647	0	100.00	0

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b) Resolution No.2: To declare dividend on equity shares for the financial year ended 31 March, 2018

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		1496390	1496390	100.00	1496390	0	100.00
Public-Institutions	E-Voting	391788	284066	72.505	284066	0	100.00	0
	Poll		0	0	0	0	0	0

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	Total	391788	284066	72.505	284066	0	100.00	0
Public-Non Institutions	E-Voting	1207701	152	0.013	152	0	100.00	0
	Poll		18039	1.494	18039	0	100.00	0
	Total	1207701	18191	1.507	18191	0	100.00	0
Total		3095879	1798647	58.098	1798647	0	100.00	0

- c) Resolution No.3: To appoint a Director in place of Mrs. Alka Devi Bangur (DIN 00012894), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

Resolution required:		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0

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	Total	1496390	1496390	100.00	1496390	0	100.00	0
Public- Institutions	E- Voting	391788	284066	72.505	284066	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	391788	284066	72.505	284066	0	100.00	0
Public- Non Institutions	E- Voting	1207701	2	0.00	2	0	100.00	0
	Poll		18039	1.494	18039	0	100.00	0
	Total	1207701	18041	1.494	18041	0	100.00	0
Total		3095879	1798497	58.093	1798497	0	100.00	0

- d) Resolution 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.

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Resolution required:		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	1496390	1496390	100.00	1496390	0	100.00	0
Public-Institutions	E-Voting	391788	284066	72.505	284066	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	391788	284066	72.505	284066	0	100.00	0
	E-Voting	1207701	2	0.00	2	0	100.00	0

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Public-Non Institutions	Poll		18039	1.494	18039	0	100.00	0
	Total	1207701	18041	1.494	18041	0	100.00	0
Total		3095879	1798497	58.093	1798497	0	100.00	0

e) Resolution 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.”

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled

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		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	1496390	1496390	100.00	1496390	0	100.00	0
Public-Institutions	E-Voting	391788	284066	72.505	284066	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	391788	284066	72.505	284066	0	100.00	0
Public-Non Institutions	E-Voting	1207701	2	0.00	2	0	100.00	0
	Poll		18039	1.494	18039	0	100.00	0
	Total	1207701	18041	1.494	18041	0	100.00	0
Total		3095879	1798497	58.093	1798497	0	100.00	0

f) Resolution 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

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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)”

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100

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Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	1496390	1496390	100.00	1496390	0	100.00	0
Public-Institutions	E-Voting	391788	284066	72.505	284066	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	391788	284066	72.505	284066	0	100.00	0
Public-Non Institutions	E-Voting	1207701	2	0.00	2	0	100.00	0
	Poll		18039	1.494	18039	0	100.00	0
	Total	1207701	18041	1.494	18041	0	100.00	0
Total		3095879	1798497	58.093	1798497	0	100.00	0

g) Resolution 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

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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.”

Resolution required:			Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - ag	% of Votes in favour on votes polled	% of Votes against on	

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		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	1496390	1496390	100.00	1496390	0	100.00	0
Public-Institutions	E-Voting	391788	284066	72.505	284066	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	391788	284066	72.505	284066	0	100.00	0
Public-Non Institutions	E-Voting	1207701	2	0.00	2	0	100.00	0
	Poll		18039	1.494	18039	0	100.00	0
	Total	1207701	18041	1.494	18041	0	100.00	0
Total		3095879	1798497	58.093	1798497	0	100.00	0

h) 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 reenactment

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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.”

Resolution required:	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No



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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		1496390	1496390	100.00	1496390	0	100.00
Public-Institutions	E-Voting	391788	284066	72.505	284066	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		391788	284066	72.505	284066	0	100.00
	E-Voting	1207701	2	0.00	2	0	100.00	0

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Public-Non Institutions	Poll		18039	1.494	18039	0	100.00	0
	Total	1207701	18041	1.494	18041	0	100.00	0
Total		3095879	1798497	58.093	1798497	0	100.00	0

- i) Resolution 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.”

Resolution required:	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		1496390	1496390	100.00	1496390	0	100.00
Public-Institutions	E-Voting	391788	284066	72.505	284066	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		391788	284066	72.505	284066	0	100.00
Public-Non Institutions	E-Voting	1207701	2	0.00	2	0	100.00	0
	Poll		18039	1.494	18039	0	100.00	0
	Total		1207701	18041	1.494	18041	0	100.00
Total		3095879	1798497	58.093	1798497	0	100.00	0

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j) **Resolution 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.”

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - ag	% of Votes in favour on votes polled	% of Votes against on

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		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	ainst (5)	(6)=[(4)/(2)]* 100	vote s poll ed (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	1496390	1496390	100.00	1496390	0	100.00	0
Public-Institutions	E-Voting	391788	284066	72.505	284066	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	391788	284066	72.505	284066	0	100.00	0
Public-Non Institutions	E-Voting	1207701	2	0.00	2	0	100.00	0
	Poll		18039	1.494	18039	0	100.00	0
	Total	1207701	18041	1.494	18041	0	100.00	0
Total		3095879	1798497	58.093	1798497	0	100.00	0

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- 3) The details of the remote e-voting, polling process and all other relevant records such as authorizations and proxy papers will be sealed and handed over to the Company Secretary, authorized by the Board for safe keeping.
- 4) All the above resolutions were passed with requisite majority.

Place: Kolkata

Date: 15.09.2018

For Vinod Kothari & Company
Practising Company Secretaries



A handwritten signature in blue ink that reads "Arun Kumar Maitra".

Arun Kumar Maitra
Partner
CP No.: 14490