



THE PERIA KARAMALAI TEA & PRODUCE CO LTD.

14.09.2018

To
The Listing Department,
National Stock Exchange of India Limited
Exchnage Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

The Listing Department
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata – 700001

SUB: PROCEEDINGS OF 105TH ANNUAL GENERAL MEETING OF THE PERIA KARAMALAI TEA & PRODUCE COMPANY LIMITED ('COMPANY') IN TERMS OF REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Sir/ Madam,

With reference to the aforesaid subject, the Company intimates you the following information:-

1. Date of the Meeting

The 105th Annual General Meeting ('AGM') of the Members of the Company has been held today, i.e. 14th day of September, 2018 at 10:30 A.M. at Far Pavillion, The Tollygunge Club Ltd, 120, Deshpran Sasmal Road, Kolkata- 700033.

2. Brief details of items deliberated and results thereof

2.1 Brief summary of the proceedings and the details of items deliberated

The requisite quorum being present, Mr. Lakshmi Niwas Bangur, Chairman of the Company welcomed all the Members and Directors present at the AGM and explained that certain Directors could not attend the meeting due to some personal reasons and preoccupations.

The Chairman then delivered his speech and intimated that the Reports of the Statutory Auditor and the Secretarial Auditor of the Company did not contain any qualification, observations or

L N B A N G U R G R O U P O F C O M P A N I E S

REGISTERED OFFICE

7, Munshi Premchand Sarani, Hastings, Kolkata - 700 022
India L : +91 33 22233394 / F : +91 33 22231569

CORPORATE ADDRESS

3rd Floor, Uptown Banjara, Road No 3, Banjara Hills, Hyderabad
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comments on financial transactions or matters which have any adverse effect on the functioning of the Company.

Thereafter, it was informed to the members present that the Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013, Register of contract or arrangements in which directors are interested as maintained under Section 189(1) of the Companies Act, 2013 and the Proxy Register have been placed on the table and kept open for inspection during the continuance of the Meeting by the Members of the Company.

The Chairman further informed that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Clause 7.2 of Secretarial Standard on General Meeting (SS-2) and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company has provided to its members, the facility of 'remote e-voting' to exercise their right to vote on resolutions proposed to be passed at the 105th Annual General Meeting (AGM) by electronic means through E-voting Services provided by Central Depository Services (India) Limited (CDSL).

The procedure and instructions of how to vote along with your User Id and password have been provided along with the Notice of the Meeting. The e-voting commenced on Tuesday, 11th September, 2018 at 10.00 A.M. and was closed on Thursday, 13th September, 2018 at 5.00 P.M.

The Chairman further stated that, M/s. Vinod Kothari & Company, Practicing Company Secretaries are the Scrutinizer to scrutinize the remote e-voting process/Ballot/Polling paper in fair and transparent manner.

Thereafter, the following businesses were transacted at the AGM:

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Ordinary Business

1. Adoption of Standalone and Consolidated Annual Audited Financial Statements for the year ended 31st March, 2018 including the Balance Sheet as at 31st March, 2018 and Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. Declaration of Dividend on Equity Shares of the Company for the financial year ended March 31, 2018;
3. Appointment of 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.
4. Ratification of the appointment of M/s. Srikishen & Co., Chartered Accountants having Registration No. 004009S, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors on the recommendation of the Audit Committee of the Company in accordance with Section 139, 141, 142 of Companies Act, 2013.

Special Business

5. Appointment of Mr. Ashok Kumar Bhargava (DIN: 00640248) as an Independent Director of the Company under the provisions of Section 149, 152 of the Companies Act 2013.

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6. Approval under Section 180(1) (c) of the Companies Act, 2013 for borrowing money upto Rs. 200 Crores over and above the aggregate of the paid up share capital, free reserves and Securities Premium of the Company.
7. Approval under Section 180(1) (a) of the Companies Act, 2013 for mortgaging and/or charging immovable / movable properties of the Company upto Rs 200 Crores.
8. Approval in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, 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 aggregate annual remuneration exceeding 5 per cent of the net profits of the Company.
9. Approval in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to the continuation of Mr. Harischandra Maneklal Parekh [DIN: 00026530], Non – Executive Independent Director whose age exceeds 75 years till the expiry of existing terms of his appointment.
10. Approval in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to the continuation of Mr. Narasimhan Swaminathan [DIN: 02743671], Non - Executive Independent Director whose age exceeds 75 years till the expiry of existing terms of his appointment.

2.2 Result of the items deliberated

The detailed result of the voting at the aforesaid Meeting along with the Scrutinizer's Report pursuant to Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 and Section 109 of the Companies Act, 2013, along with the applicable Rules thereof, will be submitted to the Stock

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Exchange(s) once the same is obtained by the Company from the Scrutinizer appointed by the Board of Directors in this respect, within the stipulated time frame.

3. Manner of approval proposed for the aforesaid items

The Company had provided remote e-voting facility to all its Members to cast their vote electronically. Members who were present in the AGM, either in person or through proxy, and who did not cast their vote by remote e-voting were given the facility to cast their vote through Polling/ Ballot Paper.

This is for your information and records.

Thanking You,

Yours faithfully,

For The Peria Karamalai Tea & Produce Co. Ltd.

Saurav Singhania
Saurav Singhania
Company Secretary



LN BANGUR GROUP OF COMPANIES

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