

# 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](mailto:vinod@vinodkothari.com)

Web: [www.vinodkothari.com](http://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-700022  
India

**Sub: Consolidated Scrutinizer’s Report on remote e-voting and e-voting conducted at the meeting pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 107<sup>th</sup> Annual General Meeting (the “AGM”) of the Members of The Peria Karamalai Tea and Produce Company Limited (the “Company”) held on Monday, the 28<sup>th</sup> day of September, 2020 at 10:30 am through Video Conferencing (‘VC’)/ Other Audio Visual Means (‘OAVM’)**

Dear Sir,

1. We, Vinod Kothari & Company, Practising Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the appointment letter dated June 15, 2020 for the purpose of scrutinizing the remote e-voting and voting through electronic voting system during the AGM as per the provisions of Section 108 of Companies Act, 2013 (the ‘Act’) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (‘MGT Rules’) read with any amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) on the businesses contained in Notice of the 107<sup>th</sup> AGM of the Company.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to section 108 of the Act read with Rule 20 of MGT Rules in connection with all resolutions proposed at the 107<sup>th</sup> AGM, the Company availed services of Central Depository Services Limited (‘CDSL’) and provided remote e-voting facility and facility of electronic voting at the time of AGM to the equity shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs (‘MCA’) relating to voting through electronic means and Listing Regulations on the businesses set out in the Notice of the AGM. Our responsibility as a Scrutinizer is restricted in making a consolidated Scrutinizer’s Report of the votes cast “IN FAVOUR” or “AGAINST” the business set out in the Notice of AGM, based on the reports generated from the e-voting

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system of CDSL (including remote e- voting and voting during the Meeting), the CDSL, the authorized agency engaged by the Company.

4. The remote e-voting period to facilitate e-voting by equity shareholders of the Company as on the “cut-off date” i.e. September 21, 2020 commenced on September 25, 2020 at 10:00 am and ended on September 27, 2020 at 5.00 p.m. and the CDSL e-voting platform was blocked thereafter.
5. The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the cut-off date as aforesaid were entitled to vote on the resolutions as contained in the Notice of the AGM. The CDSL e-voting platform was re-opened during the AGM and kept open for 30 minutes after the conclusion of the AGM.
6. The votes cast under remote e-voting facility were unblocked thereafter. We have scrutinized and reviewed the remote e-voting and e-voting conducted during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.
7. We now submit the Consolidated Report as under:

## **Resolution 1: Ordinary Resolution**

**To receive, consider and adopt:**

- a. **The Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2020 including the Audited Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and**
- b. **The Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 including the Audited Balance Sheet as at 31st March, 2020 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.**

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(ii) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
38	15,24,677	99.99%

(iii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	115	0.01%

(iv) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

## Resolution 2: Ordinary Resolution

**To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2020.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
41	15,24,707	99.99%

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(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	86	0.01%

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

## Resolution 3: Ordinary Resolution

**To appoint a director in place of Mr. Lakshmi Niwas Bangur (DIN 00012617), who retires by rotation and being eligible offers himself for re-appointment.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	15,24,678	99.99%

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	115	0.01%

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(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

## Resolution 4: Ordinary Resolution

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 2020-21 and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	15,24,678	99.99%

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	115	0.01%

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

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## Resolution 5: Special Resolution

### Re-appointment of Mrs. Alka Devi Bangur as Managing Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
40	15,24,687	99.99%

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	106	0.01%

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

## Resolution 6: Special Resolution

### Re-appointment of Mr. Shreyash Bangur as Deputy Managing Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	15,24,678	99.99%

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(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	115	0.01%

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

## Resolution 7: Ordinary Resolution

### Approve Material Related Party Transactions.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
20	1,259	91.63%

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	115	8.37%

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(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

*\*Excluded votes of related parties of the Company as on 21<sup>st</sup> September, 2020*

## Resolution 8: Special Resolution

**Approve private placement of Redeemable Non-Convertible Debentures.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
38	15,24,676	99.99%

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	115	0.01%

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-



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8. In pursuance of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we have not considered votes of any related parties for the purpose of calculation of total votes in case of Resolution no. 7 being a material related party transaction.
9. In view of the above scrutiny, we hereby certify that all the above Resolutions have been passed with requisite majority on September 28, 2020.
10. The details of the remote e-voting and electronic voting at the meeting along with such as authorizations as have been received, will be sealed and handed over to the Director/Company Secretary/Authorised Representative, authorized by the Board for safe keeping.
11. Figures have been rounded off to two decimal places for ease of representation.

**For Vinod Kothari & Company  
Practicing Company Secretaries**

**Date: September 29, 2020**

**Place: Kolkata**

PAMMY  
JAISWAL

Digitally signed by  
PAMMY JAISWAL  
Date: 2020.09.29  
18:53:54 +05'30'

**Pammy Jaiswal  
Partner**

**Membership No: A48046**

**CP No:18059**