

# 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 & Produce Company Limited,  
7, Munshi Premchand Sarani,  
Hastings,  
Kolkata - 700 022

**Re: Consolidated Report of Scrutinizer for 106<sup>th</sup> (Hundred and Sixth) Annual General Meeting of the Shareholders of The Peria Karamalai Tea & Produce Company Limited (hereinafter referred to as "Company"), at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpran Sasmal Road, Kolkata - 700033 on Monday, the 9th Day of September, 2019 at 11:00 A.M.**

In terms of authority of the Board Resolution dated 20<sup>th</sup> May, 2019, the Company has appointed Vinod Kothari & Company, Practising Company Secretaries, having its 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 conducted by poll on the below mentioned Resolutions passed at the 106<sup>th</sup> Annual General Meeting ('AGM') of the Company, held at Far Pavillion, The Tollygunge Club Ltd.,120, DeshpranSasmal Road, Kolkata- 700033 on Monday, 9<sup>th</sup> day of September, 2019 at 11:00 A.M.

In this regard, we hereby submit our Report on scrutiny:

1. The Company had appointed Central Depository Services (India) Limited ('CDSL') as the Service Provider (Agency), for the purpose of extending the facility of remote e-voting to the Members of the Company;
2. The Registrar and Share Transfer Agent (RTA) of the Company is M/s SKDC Consultants Limited;
3. The cut-off date for the purposes of identifying the Members who were entitled to vote on the Resolutions placed for approval was 2<sup>nd</sup> September, 2019;
4. As prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014 the remote e-voting facility was kept open for three days i.e from September 6, 2019 10.00 A.M. till September 8, 2019 till 5.00 P.M.;

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5. At the venue of the AGM of the Company, held on September 9, 2019, the facility to vote by poll was provided to only those members who did not participate through remote e-voting to record their votes;
6. The remote e-voting and the poll cast, including the proxies, at the AGM were reconciled with the records maintained by the RTA of the Company and the authorizations / proxies lodged with the Company;
7. After counting the votes of the voting conducted at the venue of the AGM, through electronic voting, the votes cast through remote e-voting facility was duly unblocked by me (the undersigned) as the Scrutinizer, in the presence of Ms. Smriti Wadehra and Ms. Dibisha Mishra, who acted as the witnesses, as prescribed in Sub Rule 4(xii) of Rule 20 of the said Rules;
8. Thereafter, we as the Scrutinizer, duly compiled the details of the remote e-voting carried out by the Members together with the physical voting done at the venue of the AGM;

We hereby submit our Consolidated Report. In this regard, we have separately, 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 which forms part of this report.

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	43	1719902	99.998	2	29	0.002	3	100
No.2	45	1719931	100	0	0	0	3	100
No.3	43	1719902	99.998	2	29	0.002	3	100
No.4	43	1719902	99.998	2	29	0.002	3	100
No. 5	32	1719871	99.997	13	60	0.003	3	100
No. 6	32	1719871	99.997	13	60	0.003	3	100
No. 7	32	1719871	99.997	13	60	0.003	3	100

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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 March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- The Annual Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 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					
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	1496390	0	100	0
	Poll		0	0	0	0	0	0
	Total		1496390	100	1496390	0	100	0

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Public-Institutions	E-Voting	389475	205420	52.743	205420	0	100	0
	Poll		0	0	0	0	0	0
	Total		205420	52.743	205420	0	100	0
Public-Non Institutions	E-Voting	1210014	29	0.002	0	29	0	100
	Poll		18092	1.495	18092	0	100	0
	Total		18121	1.497	18092	29	99.840	0.160
Total		3095879	1719931	55.555	1719902	29	99.998	0.002

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b) Resolution No.2: To declare dividend on equity shares for the financial year ended 31<sup>ST</sup> March, 2019

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	1496390	0	100	0
	Poll		0	0	0	0	0	0
	Total		1496390	100	1496390	0	100	0
Public-Institutions	E-Voting	389475	205420	52.743	205420	0	100	0
	Poll		0	0	0	0	0	0
	Total		205420	52.743	205420	0	100	0
Public-Non Institutions	E-Voting	1210014	29	0.002	29	0	100	0
	Poll		18092	1.495	18092	0	100	0
	Total		18121	1.497	18121	0	100	0
<b>Total</b>		<b>3095879</b>	<b>1719931</b>	<b>55.555</b>	<b>1719931</b>	<b>0</b>	<b>100</b>	<b>0</b>

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- c) Resolution No.3: To appoint a director in place of Mr. Shreyash Bangur (holding DIN 00012825), who retires by rotation and being eligible, offers himself 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	1496390	0	100	0
	Poll		0	0	0	0	0	0
	Total		1496390	100	1496390	0	100	0
Public-Institutions	E-Voting	389475	205420	52.743	205420	0	100	0
	Poll		0	0	0	0	0	0
	Total		205420	52.743	205420	0	100	0
Public-Non Institutions	E-Voting	1210014	29	0.002	0	29	0	100
	Poll		18092	1.495	18092	0	100	0
	Total		18121	1.497	18092	29	99.840	0.160
<b>Total</b>		<b>3095879</b>	<b>1719931</b>	<b>55.555</b>	<b>1719902</b>	<b>29</b>	<b>99.998</b>	<b>0.002</b>

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- 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 2019-20 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 2019-20, 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.”

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	E-Voting	1496390	1496390	100	1496390	0	100	0

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Promoter Group	Poll		0	0	0	0	0	0
	Total		1496390	100	1496390	0	100	0
Public-Institutions	E-Voting	389475	205420	52.743	205420	0	100	0
	Poll		0	0	0	0	0	0
	Total		205420	52.743	205420	0	100	0
Public-Non Institutions	E-Voting	1210014	29	0.002	0	29	0	100
	Poll		18092	1.495	18092	0	100	0
	Total		18121	1.497	18092	29	99.840	0.160
<b>Total</b>		<b>3095879</b>	<b>1719931</b>	<b>55.555</b>	<b>1719902</b>	<b>29</b>	<b>99.998</b>	<b>0.002</b>

- e) **Resolution 5:** Re-appointment of Mr. Harischandra Maneklal Parekh as an Independent Non-Executive Director and in this connection 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Harischandra Maneklal Parekh [DIN: 00026530], Independent Non-Executive Director of the Company, in respect of whom the Company has received requisite declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who has attended the age of seventy five years and who is eligible for reappointment, be and is hereby appointed as Independent Non- Executive Director of the Company for a second term of five consecutive years with effect from 22nd September, 2019 and that he shall not be liable to retire by rotation.





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**RESOLVED FURTHER THAT** any Director and/ or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto”.

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
Promoter and Promoter Group	E-Voting	1496390	1496390	100	1496390	0	100	0
	Poll		0	0	0	0	0	0
	Total		1496390	100	1496390	0	100	0
Public-Institutions	E-Voting	389475	205420	52.743	205420	0	100	0
	Poll		0	0	0	0	0	0
	Total		205420	52.743	205420	0	100	0
Public-Non Institutions	E-Voting	1210014	29	0.002	0	29	0	100
	Poll		18092	1.495	18061	31	99.829	0.171
	Total		18121	1.497	18061	60	99.669	0.331
<b>Total</b>		<b>3095879</b>	<b>1719931</b>	<b>55.555</b>	<b>1719871</b>	<b>60</b>	<b>99.997</b>	<b>0.003</b>

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- f) **Resolution 6:** Re-appointment of Mr. Narasimhan Swaminathan as an Independent Non-Executive Director and in this connection 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Narasimhan Swaminathan [DIN: 02743671], Independent Non-Executive Director of the Company, in respect of whom the Company has received requisite declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who has attended the age of seventy five years and who is eligible for reappointment, be and is hereby appointed as Independent Non-Executive Director of the Company for a second term of five consecutive years with effect from 22nd September, 2019 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto".





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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
Promoter and Promoter Group	E-Voting	1496390	1496390	100	1496390	0	100	0
	Poll		0	0	0	0	0	0
	Total		1496390	100	1496390	0	100	0
Public-Institutions	E-Voting	389475	205420	52.743	205420	0	100	0
	Poll		0	0	0	0	0	0
	Total		205420	52.743	205420	0	100	0
Public-Non Institutions	E-Voting	1210014	29	0.002	0	29	0	100
	Poll		18092	1.495	18061	31	99.829	0.171
	Total		18121	1.497	18061	60	99.669	0.331
<b>Total</b>		<b>3095879</b>	<b>1719931</b>	<b>55.555</b>	<b>1719871</b>	<b>60</b>	<b>99.997</b>	<b>0.003</b>

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- g) **Resolution 7:** Re-appointment of Mr. Pudugramam Ramachandran Ramakrishnan as an Independent Non-Executive Director and in this connection 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pudugramam Ramachandran Ramakrishnan [DIN: 02715749], Independent Non-Executive Director of the Company, in respect of whom the Company has received requisite declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby appointed as Independent Non-Executive Director of the Company for a second term of five consecutive years with effect from 22nd September, 2019 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto".

Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph – 022 22614021; 022 30447498

Delhi Office: A/11, Hauz Khas New Delhi- 110 016





# VINOD KOTHARI & COMPANY

Practising Company Secretaries

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Unique Code – P1996WB042300

PAN No -AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

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
Promoter and Promoter Group	E-Voting	1496390	1496390	100	1496390	0	100	0
	Poll		0	0	0	0	0	0
	Total		1496390	100	1496390	0	100	0
Public-Institutions	E-Voting	389475	205420	52.743	205420	0	100	0
	Poll		0	0	0	0	0	0
	Total		205420	52.743	205420	0	100	0
Public-Non Institutions	E-Voting	1210014	29	0.002	0	29	0	100
	Poll		18092	1.495	18061	31	99.829	0.171
	Total		18121	1.497	18061	60	99.669	0.331
<b>Total</b>		<b>3095879</b>	<b>1719931</b>	<b>55.555</b>	<b>1719871</b>	<b>60</b>	<b>99.997</b>	<b>0.003</b>

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Udyog Aadhaar Number – WB10D0000448

- 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.
- 5) Invalid votes/polling papers have not been taken into account for counting valid votes.
- 6) Figures have been rounded off to their nearest numbers for ease of representations.
- 7) We have taken figures in percentage upto three decimal places.

Date: 10.09.2019

Place: Kolkata

For Vinod Kothari & Company  
Practising Company Secretaries



Arun Kumar Maitra  
Partner

CP No.: 14490

Membership No. A3010