



NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 106th Annual General Meeting of the Members of the Company will be held at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpriya Sasmal Road, Kolkata- 700033 on Monday, the 9th Day of September, 2019 at 11:00 A.M. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) 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.
 - (b) 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.
2. To declare dividend on equity shares for the financial year ended 31st March, 2019.
3. To appoint a director in place of Mr. Shreeyash Bangur (holding DIN 00012825), who retires by rotation and being eligible offers himself for re-appointment.
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.”

SPECIAL BUSINESS

5. Re-appointment of Mr. Harischandra Maneklal Parekh as an Independent Non-Executive Director

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.

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”.



6. Re-appointment of Mr. Narasimhan Swaminathan as an Independent Non-Executive Director

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".

7. Re-appointment of Mr. Pudugramam Ramachandran Ramakrishnan as an Independent Non-Executive Director

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".

**By Order of the Board
For The Peria Karamalai Tea & Produce Co. Ltd.**

**Kolkata
20th May, 2019.**

**Saurav Singhania
Company Secretary**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
2. a) A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.



- b) The proxy holder prove his identity at the time of attending the Meeting. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked. Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
3. The relevant Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts concerning each item of Special Business to be transacted at the meeting is annexed hereto and forms part of the Notice.
 4. Only registered members of the Company or any proxy appointed by such registered member may attend and vote at the meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she participate in the meeting but not vote.
 5. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 6. Corporate members are requested to send a duly certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote on their behalf at the meeting.
 7. Members/Proxies are requested to bring their attendance slip duly completed and signed, to be handed over at the entrance of the Meeting hall for admission into the meeting hall. Members are also requested to bring their copy of Annual Report at the Meeting.
 8. Pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS2) on General Meetings, details of directors seeking appointment /reappointment at the Annual General Meeting are furnished in Annexure A which forms part of the notice.
 9. The Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with rules thereunder will be available for inspection by the members at the Annual General Meeting.
 10. Members who require communication in physical form in addition to e-communication, may write to us at periatea@lnbgroup.com
 11. The Register of Members and Share Transfer Books of the Company will remain closed from 3rd September, 2019 to 9th September, 2019 (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the meeting.
 12. Members may note that the notice of the meeting and the Annual Report of the Company for the year ended 31st March, 2019 is available on the Company's website www.periatea.com. The physical copies of the aforesaid documents will also be available at the Company's registered office on all working days except Saturdays, from 10:00 a.m. to 12:00 noon upto the date of ensuing Annual General Meeting.
 13. The Dividend, as recommended by the Board, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration to those members whose names stand registered on the Company's Register of Members-
 - a) as Beneficial Owners as at 2nd September, 2019 as per the list to be furnished by National Securities Depository Services Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in electronic form; and
 - b) as members in the Register of Members of the Company after giving effect to all the valid share transfers in physical form which are lodged with the Company on or before 2nd September, 2019.
 14. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.



15. In all correspondence with the Company/Registrar & Share Transfer Agent, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DPID and Client ID number.
16. National Electronic Clearing Service (NECS):
- a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent ('RTA'), M/s SKDC Consultants Limited. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
 - b) Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent, M/s SKDC Consultants Limited cannot act on request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend are requested to write to the Registrar and Share Transfer Agent of the Company.
17. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with pin code of the post office, mandate, bank particulars and Permanent Account Number (PAN) to the Company's Registrar and Share Transfer Agent ('RTA') and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
18. Members holding shares in physical form, desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and rules made thereunder are requested to submit the prescribed Form No. SH-13 (Nomination Form) or SH-14 (Cancellation or Variation of Nomination), as applicable for the purpose, to the RTA of the Company ie., SKDC Consultants Limited. Members holding shares in demat form may contact their respective Depository Participant for recording nomination in respect of their shares.
19. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically.
20. As per the green initiative taken by the Ministry of Corporate Affairs, members are advised to register their email address with the Company in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in demat form to enable the Company to serve documents in electronic form.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or to M/s.SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006.
22. The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable the Members to dematerialize their shareholding in the Company for which they may contact the Depository Participant of either of the above Depositories. The Equity Shares of the Company are compulsorily required to be traded in dematerialized form by all Investors. Members, who have not dematerialised their shares as yet, are advised to have their shares dematerialised to avail the benefits of paperless trading as well as easy liquidity as the trading in shares of the Company is under compulsory dematerialised form.



23. Members desirous of receiving any information on the accounts of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
24. Members wishing to claim dividend which remain unclaimed are requested to correspond with the Company or RTA of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund.
25. Electronic copy of the Annual Report, notice of the Annual General Meeting, along with attendance slip and proxy form are being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of annual report and notice for 2018-19 are being sent through the permitted mode.
26. In terms of the erstwhile provisions of section 139(1) of the Companies Act, 2013, companies are required to place the matter relating to ratification of appointment of Statutory Auditor of the Company for approval of shareholders at every Annual General Meeting ('AGM'). Further, in terms of the Companies (Amendment) Act, 2017, issued by the Ministry of Corporate Affairs vide its Notification dated 7th May, 2018, no further ratification of appointment of Auditors is required by the members at every AGM. Therefore, the requirement of ratification is not applicable on the Company. However, the Company has appointed M/s Srikishen & Co. as the Statutory Auditor of the Company, for a term of five years till the conclusion of the 108th AGM of the Company, subject to the ratification of such appointment by the shareholders at every AGM, hence, the Company is continuing to ratify their appointment in the AGM till the completion of their tenure.
27. Members are requested to note that the venue of the 106th Annual General Meeting at Far Pavillion, The Tollygunge Club Ltd., 120, Deshpriya Sasmal Road, Kolkata- 700033 and the route map containing the complete particulars of the venue is attached to this notice.
- 28. Voting through electronic means:**
- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f 19th March, 2015, Clause 7.2 of Secretarial Standard on General Meeting (SS-2) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility of voting by electronic means in respect of the business to be transacted at the meeting which includes the facility of casting the votes by the members using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting) and the same will be provided by Central Depository Services (India) Limited(CDSL).
- b) The facility of voting through ballot or polling paper shall also be made available for the members at the meeting who have not been able to vote electronically and who are attending the Meeting. The members who have cast their vote electronically would be entitled to attend the meeting but would not be permitted to cast their vote again at the meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
- c) The instructions for members for voting electronically are as under:
- i. The remote e-voting period begins on 6th September, 2019 at 10:00 A.M. and ends on 8th September, 2019 at 5:00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialised form as the cutoff date (record date) of 2nd September, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted through remote e-voting prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. The Shareholders should log on to the e-voting website www.evotingindia.com
 - iv. Click on "Shareholders" tab.
 - v. Now enter your user ID
 - a) For CDSL: 16 digits beneficiary ID
 - b) For NSDL: 8 character DP ID followed by 8 digit client ID



- c) Members holding shares in physical form should enter folio number registered with the Company.
- vi. Next enter the Image Verification as displayed and click on login
- vii. If you are holding shares in demat form and had logged on the www.evotingindia.com and voted on an earlier voting of any company, then our existing password is to be used.
- viii. If you are a first time user, follow the steps given below:

For Members holding shares in Dematerialised Form and Physical Form	
PAN	<p>Enter your 10 digit alpha numeric PAN issued by the Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <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 printed on the attendance slip enclosed indicated in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend bank details or Date of Birth (DOB)	<p>Enter the Dividend bank details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details filed as mentioned in instruction (v).</p>

- ix. After entering these details appropriately, click on "SUBMIT" tab.

- x. Members holding shares in physical form will then reach directly company screen. However, members holding shares in demat form will now reach "password creation" menu wherein they are required to mandatorily enter their login 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.
- xi. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- xii. Click on the relevant EVSN – "THE PERIA KARAMALAI TEA & PRODUCE COMPANY LIMITED" on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- xv. 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 you vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting by you by clicking on "Click here to print" option on the voting page.
- xviii. If demat account holder has forgotten the changed password then enter the User ID and Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- xix. 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. I Phone, 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.

- xx. Note for Non-Individual Shareholders and Custodians
- a) Non Individual Shareholders (other than individuals, HUF, NRI etc.) and custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) 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.
 - e) 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 scrutiniser to verify the same
- xxi. 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
- xxii. Any person who acquire share and become the member after despatch of Notice and hold shares as of the cut-off dates may obtain the sequence number for remote e-voting by sending a request to the Company's RTA.
- d) The voting shall be reckoned in proportion to a Member's share of voting rights on the paid up equity share capital of the Company as on the cut-off date of 2nd September, 2019. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
 - e) The Board of Directors of the Company at their meeting held on 20th May, 2019 has appointed, M/s Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process/Ballot/Polling Paper in fair and transparent manner.
 - f) The Chairman shall, at the Meeting, at the need of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
 - g) Scrutinizer shall, immediately after the conclusion of the Meeting will first count the votes caste at the Meeting and thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the meeting make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any other person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - h) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.periatea.com and on the website of CDSL www.evotingindia.com and shall also be displayed on the Notice Board of the Company at its registered office. Further, immediately after the declaration of result by the Chairman or a person authorised by him in writing shall communicate to National Stock Exchange of India Limited and The Calcutta Stock Exchange Limited.



EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 5 to 7 of the accompanying Notice dated May 20, 2019.

Item No. 5

Mr. Harischandra Maneklal Parekh [DIN: 00026530] was appointed as an Independent Non- Executive Director of the Company by the Members at the 101st Annual General Meeting (AGM) of the Company held on 22nd September, 2014 for a period of 5 (five) consecutive years commencing from 22nd September, 2014 upto 21st September, 2019.

As per the provisions of Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years.

Further, please note that SEBI vide Notification dated 9th May, 2018 amended the existing provisions of regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from 1st April, 2019. Pursuant to the amended provisions of Regulation 17(1A) a person shall not be eligible to get appointed as a non-executive director or in case of an existing non-executive director, shall not be eligible to continue his/her such directorship, if he/she has attained the age of seventy five years unless the approval of the shareholders of the Company has not obtained by way of a special resolution. Accordingly, the Board recommends re-appointment of Mr. Harischandra Maneklal Parekh, since, he has already attended the age of seventy five years a special resolution in terms of the aforesaid Regulation shall be required.

The performance evaluation of Mr. Harischandra Maneklal Parekh, Independent Director, was done on various parameters, such as, requisite skills, competence, experience and knowledge of the regulatory requirements relating to governance, such as, roles and responsibilities under the Code for Independent Directors, the Act, the SEBI Listing Regulations, etc. The result of the said evaluation was found to be satisfactory.

The Board, based on the performance evaluation carried out by it and also based on recommendation

of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Parekh, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 22nd September, 2019.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Independent Director of the Company, if so appointed by the Members.

In the opinion of the Board, Mr. Parekh fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Parekh as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day before the date of the AGM of the Company and also at the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Parekh as an Independent Director. Accordingly, a brief resume of Mr. Harischandra Maneklal Parekh, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2, are given in an annexure, annexed hereto and marked as "Annexure-A".

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Parekh as an Independent Director for another



term of five consecutive years with effect from 22nd September, 2019, for the approval by the shareholders of the Company.

Except Mr. Parekh, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

Item No. 6

Mr. Narasimhan Swaminathan [DIN: 02743671] was appointed as an Independent Non- Executive Director of the Company by the Members at the 101st Annual General Meeting (AGM) of the Company held on 22nd September, 2014 for a period of 5 (five) consecutive years commencing from 22nd September, 2014 upto 21st September, 2019.

As per the provisions of Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years.

Further, please note that SEBI vide Notification dated 9th May, 2018 amended the existing provisions of regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from 1st April, 2019. Pursuant to the amended provisions of Regulation 17(1A) a person shall not be eligible to get appointed as a non-executive director or in case of an existing non-executive director, shall not be eligible to continue his/her such directorship, if he/she has attained the age of seventy five years unless the approval of the shareholders of the Company has not obtained by way of a special resolution. Accordingly, the Board recommends re-appointment of Mr. Narasimhan Swaminathan , since, he has already attended the age of seventy five years a special resolution in terms of the aforesaid Regulation shall be required.

The performance evaluation of Mr. Narasimhan Swaminathan , Independent Director, was done on various parameters, such as, requisite skills, competence, experience and knowledge of the regulatory requirements relating to governance, such as, roles and responsibilities under the Code for Independent Directors, the Act, the SEBI Listing Regulations, etc. The result of the said evaluation was found to be satisfactory.

The Board, based on the performance evaluation carried out by it and also based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Swaminathan, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 22nd September, 2019.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Independent Director of the Company, if so appointed by the Members.

In the opinion of the Board, Mr. Swaminathan fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Swaminathan as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day before the date of the AGM of the Company and also at the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Swaminathan as an Independent Director. Accordingly, a brief resume of Mr. Narasimhan Swaminathan, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2, are given in an annexure, annexed hereto and marked as "Annexure-A".

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Swaminathan as an Independent Director for another



term of five consecutive years with effect from 22nd September, 2019, for the approval by the shareholders of the Company.

Except Mr. Swaminathan, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM.

Item No. 7

Mr. Pudugramam Ramachandran Ramakrishnan [DIN: 02715749] was appointed as an Independent Non- Executive Director of the Company by the members at the 101st Annual General Meeting (AGM) of the Company held on 22nd September, 2014 for a period of five consecutive years commencing from 22nd September, 2014 upto 21st September, 2019.

As per the provision of Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The performance evaluation of Mr. Pudugramam Ramachandran Ramakrishnan, Independent Director, was done on various parameters, such as, requisite skills, competence, experience and knowledge of the regulatory requirements relating to governance, such as, roles and responsibilities under the Code for Independent Directors, the Act, the SEBI Listing Regulations, etc. The result of the said evaluation was found to be satisfactory.

The Board, based on the performance evaluation carried out by it and also based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ramakrishnan, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 22nd September, 2019.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Independent Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Ramakrishnan fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Ramakrishnan as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day before the date of the AGM of the Company and also at the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ramakrishnan as an Independent Director. Accordingly, a brief resume of Mr. Pudugramam Ramachandran Ramakrishnan, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc., as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2, are given in an annexure, annexed hereto and marked as "Annexure-A".

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Ramakrishnan as an Independent Director for another term of five consecutive years with effect from 22nd September, 2019, for the approval by the shareholders of the Company.

Except Mr. Ramakrishnan, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the AGM.

**By Order of the Board
For The Peria Karamalai Tea & Produce Co. Ltd.**

**Kolkata
20th May, 2019.**

**Saurav Singhania
Company Secretary**

**Annexure A**

Details of Directors seeking Appointment / reappointment at the ensuing Annual General Meeting

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 (SS- 2 on General Meetings)

Name of Director	Mr. Shreyash Bangur	Mr. Harischandra Parekh Maneklal	Mr. Narasimhan Swaminathan	Mr. Pudugramam Ramachandran Ramakrishnan
DIN	00012825	00026530	02743671	02715749
Age / Date of Birth	39 years / 01.06.1980	82 years / 23.03.1937	80 years/25.06.1939	67 years / 08.01.1952
Date of First Appointment on the Board	05.11.2012	23.6.2009	29.07.2009	23.06.2009
Expertise in Specific functional areas	Industrialist	Mr. H.M.Parekh is a tea professional with more than 55 years of experience in tea industry. He retired as Chairman of M/s. J.Thomas & Co. Pvt .Ltd, the largest tea broking company in the world. He was CEO of Project India Blend Limited. Currently, he offers consultancy services to some of the top tea producing.	Mr. N.Swaminathan, retired as an officer of Indian Army, Indian Military Academy, Dehra Dun. He served the Research and Development wing of the Ministry of Defence, Government of India. Subsequently, he joined Group of Plantation Companies managed by erstwhile Peirce Leslie and Company. He served many tea and coffee estates in Kerala, Tamil Nadu and Karnataka acquiring considerable experience in the estate management	Mr. P.R.Ramakrishnan is an advocate practicing law for the past 45 years in various courts including Madras High Court, District Courts and Debt Recovery Tribunal. His Clientele includes leading public sector banks, financial institutions, NTC, LIC and other reputed companies & Institutions.
Qualification	MSC in Engineering & Business Management	B.Com (Hons)	B.E.	B.Com, B.L.
Terms and condition of appointment / re-appointment	Director liable to retire by rotation and eligible for reappointment	As per Point No.5 of explanatory statement	As per Point No.6 of explanatory statement	As per Point No.7 of explanatory statement
Remuneration last drawn by such person, if applicable	Rs. 27.24 lakhs	NIL	NIL	NIL



Name of Director	Mr. Shreeyash Bangur	Mr. Harischandra Parekh Maneklal	Mr. Narasimhan Swaminathan	Mr. Pudugramam Ramachandran Ramakrishnan
List of outside directorship held excluding alternate directorship	1. Kiran Vyapar Ltd 2. Sidhidata Tradecomm Ltd. 3. Jubilee Hills Residency Ltd. 4. Golden Greeneries Pvt. Ltd. 5. Sidhidata Solar Urja Ltd. 6. Eminence Agrifield Pvt. Ltd. 7. Navjyoti Commodity Management Services Limited. 8. LNB Renewable Energy Pvt. Ltd. 9. Sarvadeva Greenpark Pvt. Ltd. 10. Subhprada Greeneries Pvt. Ltd. 11. Satyawatche Greeneries Pvt. Ltd. 12. Parmarth Wind Energy Pvt. Ltd. 13. Palimarwar Solar Project Pvt. Ltd. 14. Manifold Agricrops Pvt. Ltd. 15. Yasheshvi Greenhub Pvt. Ltd.	1. Williamson Magor & Co. Ltd. 2. Diana Tea Co Ltd 3. Rasoi Ltd 4. Gillanders Arbuthnot & Co Ltd. 5. The Grob Tea Co Ltd 6. Quality Tea Plantations Pvt Ltd. 7. Babcock Borsig Limited.	PKT Plantations Limited	PKT Plantations Limited
Chairman/ Member of the Committees of the Board of Directors of the Company	NIL	Member of Audit Committee and Nomination & Remuneration Committee	Member of Audit Committee and Nomination & Remuneration Committee and Stakeholders Relationship Committee	Chairman of Audit Committee and Nomination & Remuneration Committee and Member of Stakeholders Relationship Committee.



Name of Director	Mr. Shreyash Bangur	Mr. Harischandra Parekh Maneklal	Mr. Narasimhan Swaminathan	Mr. Pudugramam Ramachandran Ramakrishnan
Chairman/ Member of the Committees of the Board of Directors of other companies in which he/she is a director	Member of Audit Committee and Nomination & Remuneration Committee of Sidhidata Solar Urja Ltd.	<u>Diana Tea Co. Ltd</u> Chairman of Audit Committee and Nomination & Remuneration Committee <u>Willimson Magor & Co. Ltd</u> Member of Audit Committee <u>Gillanders Arbuthnot & Co. Ltd.</u> Chairman of Audit Committee and Nomination & Remuneration Committee and Stakeholders Relationship Committee. <u>Rasoi Ltd</u> Chairman of Audit Committee. Member of Nomination & Remuneration Committee and Stakeholders Relationship Committee <u>The Grob Tea Co. Ltd</u> Member of Audit Committee. Chairman of Nomination & Remuneration Committee	NIL	NIL
No. of Equity shares held in the Company	NIL	NIL	150	300
Number of Board Meetings attended during FY 2018-19	5 (Five)	3 (three)	3 (three)	1 (One)
Relationship with other Directors, Manager and other Key Managerial Persons of the Company	Son of Mr. Lakshmi Niwas Bangur, Chairman and Mrs. Alka Devi Bangur, Managing Director.	None	None	None



Venue of the 106th Annual General Meeting – Route Map

