

VINOD KOTHARI & COMPANY

Practising Company Secretaries

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

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 1276 | 3742

email: corplaw@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No -AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

To,
The Chairperson,
The Peria Karamalai Tea & Produce Company Limited,
7, Munshi Premchand Sarani
Hastings, Kolkata – 700022
India

Sub: Consolidated Scrutinizer's Report on remote e-voting and electronic voting carried out at 109th Annual General Meeting ("AGM"), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 109th AGM of the Members of The Peria Karamalai Tea & Produce Company Limited (the "Company") held on Saturday, the 24th day of September, 2022 at 10:30 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")

Dear Sir,

1. I, Barsha Dikshit, Partner at Vinod Kothari & Company, Practising Company Secretaries, (Membership No A 48152/ C.P. No 18060) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the resolution dated 28th May, 2022, for the purpose of scrutinizing the remote e-voting and voting through electronic system during the AGM as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('MGT Rules') read with amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') on the businesses contained in Notice of the 109th 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 the resolutions proposed at the 109th AGM of the Company availed services of Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM was provided by CDSL.
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

Mumbai Office: 403-406 175 Shreyas Chambers, D.N. Road, Fort, Mumbai-400001

Delhi: A – 467, First Floor, Defence Colony, New Delhi – 110024

Page 1 of 7



VINOD KOTHARI & COMPANY

Practising Company Secretaries

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

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 1276 | 3742

email: corplaw@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No -AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Corporate Affairs ('MCA') relating to voting through electronic means and E-voting at AGM on the businesses set out in the Notice of the AGM. My responsibility as a Scrutinizer is restricted in making a Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice of the AGM, based on the reports generated from the e-voting system of CDSL (including remote e-voting and e-voting during the meeting), the authorized agency engaged by the Company.

4. The Company had published advertisement on 2nd September, 2022, in "Ekdin" in Bengali Language and in "Business Standard" in English Language.
5. The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the "cut-off date" of Saturday, September 17, 2022 commenced on Wednesday, September 21, 2022 at 09:00 am (IST) and ended on Friday, September 23, 2022 at 5.00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.
6. The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not casted their vote earlier. The equity shareholders of the Company holding shares as on the "cut-off date" of Saturday, 17th September, 2022 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 AGM.
7. Pursuant to Rule 20(4)(xii) of the MGT Rules, the electronic votes were unblocked from CDSL's website at around 11.40 A.M on 24th September, 2022 in the presence of aforesaid 2 (two) witnesses Mr. Ajay Kumar and Ms. Shradha Shivani both being employees of Vinod Kothari & Company, Practising Company Secretaries. These Witnesses are not in the employment of the Company.
8. The votes cast under remote e-voting and AGM e-voting were unblocked thereafter. We have scrutinized and reviewed the voting through remote e-voting and e-voting at the AGM and votes cast therein based on the data downloaded from the e-voting system of CDSL
9. I now submit the Report as under:



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

Delhi Office: A-467, First Floor, Block A, Defence Colony, New Delhi- 110024, Ph – 011 4131 5340

VINOD KOTHARI & COMPANY

Practising Company Secretaries

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

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 1276 | 3742

email: corplaw@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No -AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution 1: Ordinary Resolution

To receive consider and adopt:

- The Annual Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 including the Audited Balance Sheet as at March 31, 2022 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, 2022 including the Audited Balance Sheet as at March 31, 2022 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.*

(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 |
|-------------------------|------------------------------------|---------------------------------------|
| 49 | 19,53,598 | 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 | 44 | 0.01% |

(iii) **Invalid** votes:

| Number of members voted | Number of votes cast by them |
|-------------------------|------------------------------|
| 0 | 0 |



VINOD KOTHARI & COMPANY

Practising Company Secretaries

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

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 1276 | 3742

email: corplaw@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No -AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution 2: Ordinary Resolution

To declare dividend on equity shares for the financial year ended 31st March, 2022.

(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 |
|-------------------------|------------------------------------|---------------------------------------|
| 50 | 19,53,607 | 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 11 | 35 | 0.01% |

(iii) **Invalid** votes:

| Number of members voted | Number of votes cast by them |
|-------------------------|------------------------------|
| 0 | 0 |



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India
Phone: +91 – 33 – 2281 1276 | 3742
email: corplaw@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
PAN No -AAMFV6726E
GSTIN No. - 19AAMFV6726E1ZR
Udyog Aadhaar Number – WB10D0000448

Resolution 3: Ordinary Resolution

To appoint a director in place of Mr. Shreyash Bangur (DIN 00012825), 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 50 | 19,53,607 | 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 11 | 35 | 0.01% |

(iii) **Invalid** votes:

| Number of members voted | Number of votes cast by them |
|-------------------------|------------------------------|
| 0 | 0 |



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India
Phone: +91 – 33 – 2281 1276 | 3742
email: corplaw@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
PAN No -AAMFV6726E
GSTIN No. - 19AAMFV6726E1ZR
Udyog Aadhaar Number – WB10D0000448

Resolution 4: Ordinary Resolution

To 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 |
|-------------------------|------------------------------------|---------------------------------------|
| 30 | 20,366 | 14.13% |

(ii) Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 13 | 123,717 | 85.87% |

(iii) Invalid votes:

| Number of members voted | Number of votes cast by them |
|-------------------------|------------------------------|
| 0 | 0 |

Kindly note that being related party transaction, votes cast by promoter and promoter group are not considered for the purpose of this resolution.



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India
Phone: +91 – 33 – 2281 1276 | 3742
email: corplaw@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
PAN No -AAMFV6726E
GSTIN No. - 19AAMFV6726E1ZR
Udyog Aadhaar Number – WB10D0000448

10. In view of the above scrutiny, I hereby certify that the above Resolutions **except Resolution no. 4**, have been passed with requisite majority on 24th September, 2022.
11. As mentioned above, in pursuance of section 188 of the Companies Act, 2013 and regulation 23 (4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we have not considered votes cast “in favour” of the related parties of the Company for the purpose of calculation of total votes cast in Resolution No. 4, being material related party transaction.
12. Figures have been rounded off to their nearest numbers for ease of representation.
13. The details of votes received through e-voting along with all other relevant records will be sealed and handed over to the Director/Company Secretary/Authorised Representative, authorized by the Board for safe keeping.

For Vinod Kothari & Company
Practising Company Secretaries



Barsha Dikshit

Barsha Dikshit
Partner

Membership No.: A48152

COP:18060

UDIN: A048152D001054003

Date: 27th September 2022

Place: Kolkata