



NOTICE TO SHAREHOLDERS

Notice is hereby given that the 110th Annual General Meeting (AGM) of the Members of The Peria Karamalai Tea & Produce Company Limited will be held on Tuesday the 26th day of September, 2023 at 10.30 A.M Indian Standard Time ("IST"), through Video Conferencing/ Other AudioVisual Means ("VC/OAVM"), to transact the following business(es):

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, 2023 including the Audited Balance Sheet as at March 31, 2023 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, 2023 including the Audited Balance Sheet as at March 31, 2023 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, 2023.
3. 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.

SPECIAL BUSINESS

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

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 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with allied rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 17(1C), 17(6)(e) and all other applicable provisions of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (as amended from time to time), the applicable clauses of the Articles of Association of the Company and other applicable provisions, if any, and as recommended by the Nomination & Remuneration Committee, the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the reappointment of Mrs. Alka Devi Bangur (DIN: 00012894) as Managing Director of the Company and whose period of office be liable to retire by rotation under the Act, for a further period of 3 (three) years, with effect from 17th September, 2023, notwithstanding that on 28 November 2024 she attains the age of 70 years during the aforesaid tenure, upon such terms and conditions as detailed out in the Explanatory Statement annexed thereto, including remuneration payable from time to time, which at all times shall be within the limits of the Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the tenure of Mrs. Alka Devi Bangur (DIN:00012894) as Managing Director of the Company, the remuneration payable to her shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 of the Companies Act, 2013 and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter and/or vary the terms and conditions, remuneration and other entitlements, as deemed necessary and proper in the best interest of the Company with requisite approvals and ceiling limits as provided under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT any of the Directors and/ or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental to give effect to the above resolution."

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

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 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with allied rules framed thereunder (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 17(1C), 17(6)(e) and all other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the applicable clauses of the Articles of Association of the Company and other applicable provisions, if any, and as recommended by the Nomination & Remuneration Committee, the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the reappointment of Mr. Shreeyash Bangur (DIN: 00012825) as Deputy Managing Director of the Company and whose period of office be liable to retire by rotation under the Act, for a further period of 3 (three) years, with effect from 5th November, 2023, upon such terms and conditions as detailed out in the Explanatory Statement annexed thereto, including remuneration payable from time to time, which at all times shall be within the limits of the Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Shreeyash Bangur (DIN:00012825) as Deputy Managing Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 of the Companies Act, 2013 and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter and/or vary the terms and conditions, remuneration and other entitlements, as deemed necessary and proper in the best interest of the Company with requisite approvals and ceiling limits as provided under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT any of the Directors and/ or the Company Secretary of the Company, be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental to give effect to the above resolution.”

6. Continuation of Directorship of Mr. Lakshmi Niwas Bangur (DIN:00012617) as a Non Executive Director of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, and pursuant to the consent and recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Lakshmi Niwas Bangur (DIN: 00012617) as a Non-Executive Director of the Company beyond 75 (seventy-five) years of age, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto”

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

Kolkata
27th July, 2023

Saurav Singhania
Company Secretary

**NOTES:**

1. Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020, read with General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 02/2022 dated 5th May, 2022 and General Circular No. 10/2022 dated 28th December, 2022 and also SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as “said Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Shareholders at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 (“Act”) read with the said Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has decided to convene its ensuing 110th AGM through VC/OAVM and the Shareholders can attend and participate in the ensuing AGM through VC/OAVM. However, for the purpose of technical compliance of the provisions of section 96(2) of the Companies Act, 2013, the venue of the AGM shall be deemed to be the Registered Office of the Company at 7, Munshi Premchand Sarani, Hastings, Kolkata-700022.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/OAVM, whereby physical attendance of Shareholders has been dispensed with and in line with the said Circulars read with Circular No.: SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January

2021 (“said SEBI Circular”) issued by the Securities and Exchange Board of India (“SEBI”), the facility to appoint a proxy to attend and cast vote for the shareholder is not made available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Institutional / Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to cast vote through remote e-voting as well as vote at the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to voting@vinodkothari.com.
4. The facility for Shareholders to join the AGM in the VC/OAVM mode will be kept open to join 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. The Shareholders can join the AGM by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Shareholders on ‘first come first serve’ basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.
5. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the Annual General Meeting.
7. In line with the said Circulars issued by the MCA and SEBI, the Annual Report for the financial year ended 31st March, 2023 consisting of financial



statements including Board's Report, Auditors' Report and other documents required to be attached therewith including Notice of the 110th AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Members may also note that the Notice of the 110th AGM and the Annual Report 2022-2023 will also be available on the Company's website at www.periatea.com and website of the Stock Exchange i.e NSE Ltd., at www.nseindia.com. The Notice of the AGM shall also be available on the website of CDSL at www.evotingindia.com.

8. 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.
9. 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.
10. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.
11. Pursuant to Regulation 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.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2023 to 26th September, 2023 (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the 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 19th September, 2023 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 in physical form on or before 19th September, 2023.
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 ("the IT Act"). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. In general, to enable compliance with TDS requirements, the shareholders are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants (in case of shares held in demat mode). Members holding shares in physical form can submit such details by sending an email to the Registrar & Share Transfer Agent of the Company at green@skdc-consultants.com
 - a. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source at green@skdc-consultants.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
 - b. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by submitting at green@skdc-consultants.com



15. 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.
16. 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.
17. National Electronic Clearing Service (NECS):
- a. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to recent General Circular 20/2020 dated 5th May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of the shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such shareholder(s) post normalization of postal services in the Country.
 - b. 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.
- c. 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.
18. 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.
19. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 date November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, such folios shall be frozen by the RTA.



However, the security holders of such frozen folios shall be eligible:

- To lodge any grievance or avail any service, only after furnishing the complete documents/details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

20. 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 i.e., SKDC Consultants Limited. Members holding shares in demat form may contact their respective Depository Participant for recording nomination in respect of their shares.
21. 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.
22. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
23. 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.
24. 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 their 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/Registrar & Share Transfer Agent.

Pursuant to Regulation 12 along with Schedule I of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all Companies shall mandatorily use any of the electronic mode of payment facility approved by the Reserve Bank of India for making payments such as Dividend to the Members (where core banking details are available) or to print the bank account details of the members (as per the Company's records) on the physical payment instruments (in case where the core banking details are not available or electronic payment instructions have failed or rejected by the Bank) or to print the address of the member on such payment instructions (in case where the bank details of investors are not available).

Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:

- (a) The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
 - (b) The Registrar & Share Transfer Agents of the Company (RTA) at email id green@skdc-consultants.com.
25. 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. In terms of Regulation 40 of the Listing Regulations, listed companies are not allowed to process a request of transfer of shares held in physical form. Accordingly, Members, who have not dematerialized 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.
 26. 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.



27. 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.
28. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. Therefore, the dividend declared for the Financial Year ended March 31, 2015 and earlier years, remaining unpaid or unclaimed for a period of seven years from the date of transfer of the same to the unpaid dividend account, has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
29. Pursuant to the provisions of Section 124 of the Companies Act, 2013 dividends that are unpaid / unclaimed for a period of seven years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Pursuant to the provisions of IEPF Rules 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2023 on the website of the Company viz., www.periatea.com. Members who have a valid claim to any of the unpaid or unclaimed dividends are requested to lodge their claim with the Company or RTA of the Company.

The details of unpaid dividend and last date of transfer in the IEPF are given hereunder:

Year	Type of Dividend	Dividend per Share (Rs.)	Date of declaration of Dividend	Dividend Amount unpaid as on 31st March 2023	Last date for transfer of unpaid dividend in Investor Education and Protection Fund
2015-16	Final	0.75	12.08.2016	1,43,366	19.09.2023
2016-17	Final	1.00	09.08.2017	2,21,477	16.09.2024
2017-18	Final	0.75	14.09.2018	88,673	21.10.2025
2018-19	Final	0.75	09.09.2019	81,819	16.10.2026
2019-20	Final	0.50	28.09.2020	59,845	4.11.2027
2020-21	Final	1.50	24.09.2021	1,63,209	31.10.2028
2021-22	Final	1.00	24.09.2022	1,11,774	31.10.2029

The final dividend for the Financial Year ended March 31, 2016 and dividends declared thereafter, which remain unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund, as per the applicable provisions of the Companies Act, 2013 and allied rules thereunder. Please note that the due date for transferring the unclaimed final dividend for the Financial Year ended March 31, 2016 to Investor Education and Protection Fund is 19th September, 2023. Shareholders, who have not yet encashed

their final dividend for the Financial Year ended March 31, 2016 or any subsequent Financial Years are requested to make their claim to the Company / Company's Registrar and Share Transfer Agent immediately. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on March 31, 2023 on the website of the Company www.periatea.com.

30. As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and



Refund) Rules, 2016, (hereinafter referred to as the IEPF Rules, 2016) read with Section 124 of the Companies Act, 2013, in addition to the transfer of the unpaid or unclaimed dividend to Investor Education and Protection Fund (hereinafter referred to as "IEPF"), the Company shall be required to transfer the underlying shares on which dividends have remained unpaid or unclaimed for a period of seven consecutive years to IEPF Demat Account. Accordingly, the Company has transferred on due dates the shares, in respect of which dividend was unpaid or unclaimed for a consecutive period of seven (7) years or more has been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government upto the financial year 2014-15.

31. The Company published notice in newspapers and also send a individual intimations to the concerned shareholders, as and when required, pursuant to IEPF Rules read with section 124 of the Companies Act, 2013, requesting them to claim their unpaid and unclaimed dividends failing which the corresponding shares will be transferred to IEPF.
32. Shareholders are informed that once the unpaid/unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents as specified in Form IEPF-5 which is available on the website of IEPF at www.iepf.gov.in
33. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed to this Notice.
34. The resolutions will be deemed to be passed on the AGM date subject to the receipt of the requisite number of votes in favour of the resolutions.
35. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, 15th June, 2020, 28th September, 2020, 31st

December, 2020, 13th January, 2021, 23rd June, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022, and 28th December, 2022 and any other applicable notification/circular, the Company is pleased to provide the Members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matter set out in the notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Saturday, 23rd September, 2023 at 9.00 A.M and ends on Monday, 25th September, 2023 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 19th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New system Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <THE PERIA KARAMALAI TEA & PRODUCE CO LTD> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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 your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new 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

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.



(xvii) **Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a 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 scrutinizer to verify the same.
- Alternatively Non Individual shareholders are mandatory required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz. voting@vinodkothari.com and to the Company at the email address viz; periatea@lnbgroup.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from between **19th September, 2023 to 23rd September 2023** mentioning their name, demat account number/folio number, email id, mobile number at periatea@lnbgroup.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at periatea@lnbgroup.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA at green@skdc-consultants.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

36. Any person who acquire shares 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.
37. 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 Tuesday, 19th September, 2023. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

38. The Board of Directors of the Company at their meeting held on 17th May, 2023 has appointed, M/s Vinod Kothari & Company, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the Annual General Meeting in fair and transparent manner.
39. During the AGM, the Chairman shall formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM, if already not voted through remote evoting. Voting at the AGM shall be kept open for a period of 30 minutes after the AGM ends.
40. Scrutinizer shall, after the 30 minutes of conclusion of the Meeting will unblock the votes cast during the meeting and through remote e-voting in the presence of at least two witnesses not in the employment of the Company and within a period not exceeding 2 working days 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.
41. 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.

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

Kolkata
 27th July, 2023

Saurav Singhania
 Company Secretary



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. 4 to 6 of the accompanying Notice dated 27th July, 2023.

Item No. 4

Mrs. Alka Devi Bangur (DIN:00012894) was re-appointed as the Managing Director of the Company in the meeting of the Board of Directors held on 15th June, 2020 for a term of 3 years with effect from 17th September, 2020, which was approved by the shareholders in the 107th Annual General Meeting of the Company held on 28th September, 2020. The said term is expiring on 16th September, 2023.

Members of the Company are aware that Mrs. Alka Devi Bangur holds Masters Degree in English, Hindi and Business Administration. She is associated with the Company since 1993. She has a vast experience in the management and administration of the Company. Under her leadership, the Company has registered steady progress and growing from strength to strength. Therefore, it is desirable that Mrs. Alka Devi Bangur should continue to lead the Company as Managing Director for a further period of 3 Years w.e.f 17th September, 2023.

The Board of Directors of the Company at their meeting held on 17th May, 2023 has recommended re-appointment of Mrs. Alka Devi Bangur as Managing Director for a further term of 3 years with effect from 17th September 2023, subject to the approval of the Members in the ensuing Annual General Meeting. The recommendation for re-appointment was also approved by the Nomination and Remuneration Committee and Audit Committee at their respective meeting held on 17th May, 2023 and was recommended to the Board for its approval. While approving the re-appointment of the Managing Director the Nomination and Remuneration Committee considered various parameters such as increase in scale of operation of the Company, increased involvement of the Managing Director in the overall growth of the Company, increased level of responsibility and remuneration of similar professional in similar industries etc.

The terms and conditions of Mrs. Alka Devi Bangur (DIN:00012894) for her reappointment as Managing Director, as recommended by the Nomination and Remuneration Committee and Audit Committee are as follows:-

1. Mrs. Alka Devi Bangur shall be responsible for advising and assisting the Board of Directors of the Company in formulation of long term business plans and strategic thrust of the Company, for co-ordinating key affairs of business of the Company externally and where needed internally too, for formulation of and decision on developmental, diversification and growth plans of the Company including plans for major capital expenditure for reviewing and monitoring the execution of plans and conduct of overall affairs of the Company; and for all matters of strategic importance.
2. Mrs. Alka Devi Bangur shall have adequate communication facilities and necessary office establishment, appropriate set-up and systems built-up, provided to her by the Company, for the purpose of carrying out her above duties. Mrs. Alka Devi Bangur shall have power to visit the Registered Office and offices at various places, to have meetings, deliberations and negotiations with Bank/Institutions, Government Authorities and other concerned as and when needed for the purpose of discharging her duties as above.
3. Mrs. Alka Devi Bangur shall generally have all powers in the normal course of business of the Company to deliberate, deal, negotiate, interact and enter into agreements on behalf of the Company with whomsoever concerned. In respect of the business of the Company from time to time, and shall exercise and perform the above and such other powers and duties as the Board of Directors of the Company may, from time to time, subject to the provisions of law and the Articles of Association of the Company, further determine.
4. Mrs. Alka Devi Bangur while being away from her normal place of establishment shall be responsible to keep appropriate arrangements to keep communication with the Registered Office, other offices of the Company and other business associates, as may be necessary from time to time, for the purpose of discharging her duties.



5. Any actual expenses on travel, staying in hotel etc and any other expenses incurred by Mrs. Alka Devi Bangur for the purpose of carrying out her duties as above, will be reimbursable to her or payable to the party concerned by the Company.
6. Mrs. Alka Devi Bangur, while she continues to hold the office as Managing Director, in her capacity as Director of the Company, shall be subject to retirement by rotation under Section 152 of the Act and she shall be reckoned as a Director for the purpose of determining the number of directors liable to retire by rotation, but she shall ipso facto and immediately cease to be the Managing Director, if for any reasons she ceases to hold office as Director of the Company.
7. Since prior to re-appointment of Mrs. Alka Devi Bangur in capacity of the Managing Director with effect from September 17, 2023, she has remained in the services of the Company, she shall be deemed to be in continuous service of the Company for the purpose of the benefit of Gratuity.
8. In consideration of her services as Managing Director, Mrs. Alka Devi Bangur shall be entitled to receive the following by way of remuneration as recommended by the Nomination & Remuneration Committee:
 - a. **Salary:** Rs.1,87,500/- (Rupees One Lakh Eighty Seven Thousand Five Hundred Only) per month with such increments as may be determined by the Board of Directors of the Company from time to time in the salary range of Rs. 1,87,500/- to Rs. 2,60,417/-.
 - b. **Commission:** Commission on net profits of the company as may be determined by the Board of Directors within the overall limits laid down under the Act.
 - c. **Perquisites:**
 - i. In addition to salary and commission, Mrs. Alka Devi Bangur, Managing Director shall also be entitled to interchangeable perquisites like furnished accommodation, where accommodation is not provided 60% of the salary as HRA, gas, electricity, water, furnishings, medical reimbursement, LTA for self and family, fees of clubs, medical insurance, personal accident insurance etc. in accordance with the rules of the Company.
 - ii. Leave in accordance with the rules applicable to the managerial staff of the Company. Encashment of unavailed leave as per rules of the Company.
 - iii. Use of Company's car, cell phone and telephone at residence for official purposes, encashment of unavailed leave at the end of tenure, contribution to Provident Fund, Superannuation Fund and Gratuity Fund will not be considered as perquisites.
 - iv. Mrs. Alka Devi Bangur shall also be entitled to get reimbursement/direct payment of club membership fees for two clubs in India including admission, Annual/Life Membership Fees for the purpose of furtherance of the business of the Company, in addition to the Remuneration as mentioned above, which shall not form part of the remuneration.
 - v. Gratuity payable shall not exceed half a month's salary for each completed year of service or at the rate as may be modified from time to time.
 - d. In the event of loss or inadequacy of profits in any financial year, the Managing Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time of the Companies Act, 2013 and as may be amended from time to time.
 - e. The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.



- f. The Managing Director shall be entrusted with substantial powers of management and shall exercise her powers subject to the superintendence, control and direction of the Board of Directors.
- g. The appointment of three years may be determined by either party by giving three months' notice in writing to the other party.
- h. The Managing Director shall be subject to liable to retire by rotation under section 152 of the Companies Act, 2013.

Further, pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any payment of remuneration to the executive directors of the Company being promoters or members of the promoter group in excess of higher of Rupees 5 crore or 2.5 per cent of the net profits to one such director or 5% of net profits in aggregate to all such directors will require the approval of the members of the Company by way of a special resolution.

A brief resume of Mrs. Alka Devi Bangur, nature of her expertise in specific functional areas and names of Companies in which she 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 Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are given in a annexure, annexed hereto and marked as "Annexure-A" to this Notice. Further, Disclosure as required under Clause (iv) of Part B of Section II of Schedule V of the Companies Act, 2013 is given hereunder and annexed hereto and marked as "Annexure-B" to this Notice.

Accordingly, Members of the Company are requested to approve the limits of remuneration as set out above to Mrs. Bangur as an executive director.

Except Mr. Lakshmi Niwas Bangur, Mrs. Alka Devi Bangur and Mr. Shreeyash Bangur, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financial or otherwise in the resolution.

The Board recommends passing of the resolutions as set out under Item No.4 of the notice for approval of the members as Special Resolution.

Item No. 5

Mr. Shreeyash Bangur (DIN:00012825) was re-appointed as the Deputy Managing Director of the Company in the meeting of the Board of Directors held on 15th June, 2020 for a term of 3 years with effect from 5th November, 2020, which was approved by the shareholders in the 107th Annual General Meeting of the Company held on 28th September, 2020. The said term is expiring on 4th November, 2023.

Members of the Company are aware that Mr. Shreeyash Bangur is a graduate in Accounting and Management from University of Wales, Cardiff, United Kingdom. He also holds Post Graduate Degree in Engineering Business Management from Warwick Manufacturing Group, United Kingdom. He is associated with the Company since 2012. He has rich and varied experience and has led the company with his leadership and entrepreneurial ability. Therefore, it is desirable that Mr. Shreeyash Bangur should continue to lead the Company as Deputy Managing Director for a further period of 3 Years w.e.f 5th November, 2023.

The Board of Directors of the Company at their meeting held on 17th May, 2023 has recommended re-appointment of Mr. Shreeyash Bangur as Deputy Managing Director for a further term of 3 years with effect from 5th November, 2023, subject to the approval of the Members in the ensuing Annual General Meeting. The recommendation for re-appointment was also approved by the Nomination and Remuneration Committee and Audit Committee at their respective meeting held on 17th May, 2023 and was recommended to the Board for its approval. While approving the re-appointment of the Deputy Managing Director the Nomination and Remuneration Committee considered various parameters such as increase in scale of operation of the Company, increased involvement of the Deputy Managing Director in the overall growth of the Company, increased level of responsibility and remuneration of similar professional in similar industries etc.

The terms and conditions of Mr. Shreeyash Bangur (DIN:00012825) for his reappointment as Deputy Managing Director, as recommended by the Nomination and Remuneration Committee and Audit Committee are as follows:-



1. Mr. Shreeyash Bangur shall be responsible for advising and assisting the Board of Directors of the Company in formulation of long term business plans and strategic thrust of the Company, for co-ordinating key affairs of business of the Company externally and where needed internally too, for formulation of and decision on developmental, diversification and growth plans of the Company including plans for major capital expenditure for reviewing and monitoring the execution of plans and conduct of overall affairs of the Company; and for all matters of strategic importance.
2. Mr. Shreeyash Bangur shall have adequate communication facilities and necessary office establishment, appropriate set-up and systems built-up, provided to him by the Company, for the purpose of carrying out his above duties. Mr. Shreeyash Bangur shall have power to visit the Registered Office and offices at various places, to have meetings, deliberations and negotiations with Bank/Institutions, Government Authorities and other concerned as and when needed for the purpose of discharging his duties as above.
3. Mr. Shreeyash Bangur shall generally have all powers in the normal course of business of the Company to deliberate, deal, negotiate, interact and enter into agreements on behalf of the Company with whomsoever concerned. In respect of the business of the Company from time to time, and shall exercise and perform the above and such other powers and duties as the Board of Directors of the Company may, from time to time, subject to the provisions of law and the Articles of Association of the Company, further determine.
4. Mr. Shreeyash Bangur while being away from his normal place of establishment shall be responsible to keep appropriate arrangements to keep communication with the Registered Office, other offices of the Company and other business associates, as may be necessary from time to time, for the purpose of discharging his duties.
5. Any actual expenses on travel, staying in hotel etc and any other expenses incurred by Mr. Shreeyash Bangur for the purpose of carrying out his duties as above, will be reimbursable to him or payable to the party concerned by the Company.
6. Mr. Shreeyash Bangur, while he continues to hold the office as Deputy Managing Director, in his capacity as Director of the Company, shall be subject to retirement by rotation under Section 152 of the Act and he shall reckoned as a Director for the purpose of determining the number of directors liable to retire by rotation, but he shall ipso facto and immediately cease to be the Deputy Managing Director, if for any reasons he ceases to hold office as Director of the Company.
7. Since prior to re-appointment of Mr. Shreeyash Bangur in capacity of the Deputy Managing Director with effect from November 5, 2023, he has remained in the services of the Company, he shall be deemed to be in continuous service of the Company for the purpose of the benefit of Gratuity.
8. In consideration of his services as Deputy Managing Director, Mr. Shreeyash Bangur shall be entitled to receive the following by way of remuneration as recommended by the Nomination & Remuneration Committee:
 - a. **Salary:** Rs.1,00,000/- (Rupees One Lakh Only) per month with such increments as may be determined by the Board of Directors of the Company from time to time in the salary range of Rs. 1,00,000/- to Rs. 1,25,000/-.
 - b. **Commission:** Commission on net profits of the Company in each year computed in accordance with Section 198 of the Companies Act, 2013 subject to such limit as may be determined by the Board of Directors.
 - c. **Perquisites:**
 - i. In addition to salary and commission, Mr. Shreeyash Bangur, Deputy Managing Director shall also be entitled to perquisites which shall not exceed 100% of his salary.
 - ii. Leave in accordance with the rules applicable to the managerial staff of the Company. Encashment of unavailed leave as per rules of the Company.



- iii. Use of Company's car for official purposes, cell phone, laptop/tablets and telephone at residence, encashment of unavailed leave at the end of tenure, contribution to Provident Fund, Superannuation Fund and Gratuity Fund will not be considered as perquisites.
 - iv. Mr. Shreeyash Bangur shall also be entitled to get reimbursement/direct payment of club membership fees for two clubs in India including admission, Annual/Life Membership Fees for the purpose of furtherance of the business of the Company, in addition to the Remuneration as mentioned above, which shall not form part of the remuneration.
 - v. Gratuity payable shall not exceed half a month's salary for each completed year of service or at the rate as may be modified from time to time.
- d. In the event of loss or inadequacy of profits in any financial year, the Deputy Managing Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time of the Companies Act, 2013 and as may be amended from time to time.
 - e. The Deputy Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
 - f. The Deputy Managing Director shall be entrusted with substantial powers of management and shall exercise his powers subject to the superintendence, control and direction of the Board of Directors
 - g. The appointment of three years may be determined by either party by giving three months' notice in writing to the other party.
 - h. The Deputy Managing Director shall be subject to liable to retire by rotation under section 152 of the Companies Act, 2013.

Further, pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any payment of remuneration to the executive directors of the Company being promoters or members of the promoter group in excess of higher of Rupees 5 crore or 2.5 per cent of the net profits to one such director or 5% of net profits in aggregate to all such directors will require the approval of the members of the Company by way of a special resolution.

A brief resume of Mr. Shreeyash Bangur, 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 Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are given in an annexure, annexed hereto and marked as "Annexure-A" to this Notice. Further, Disclosure as required under Clause (iv) of Part B of Section II of Schedule V of the Companies Act, 2013 is given hereunder and annexed hereto and marked as "Annexure-B" to this Notice.

Accordingly, Members of the Company are requested to approve the limits of remuneration as set out above to Mr. Bangur as an executive director.

Except Mr. Lakshmi Niwas Bangur, Mrs. Alka Devi Bangur and Mr. Shreeyash Bangur, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financial or otherwise in the resolution.

The Board recommends passing of the resolutions as set out under Item No.5 of the notice for approval of the members as Special Resolution.

Item No. 6

In terms of the Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 1st April 2019, no listed Company shall appoint or continue the



appointment of a Non-executive director, who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. Lakshmi Niwas Bangur, a non-executive director of the Company will be attaining the age of 75 years in August 2024.

In terms of the provisions of the Companies Act, 2013, Mr. Lakshmi Niwas Bangur is liable to retire by rotation and being eligible, offers himself for re-appointment. Mr. Lakshmi Niwas Bangur is in good health and of sound and alert mind. The Board is also confident about him being able to function and discharge his duties in an able and competent manner.

The Nomination & Remuneration Committee at its meeting held on 17th May, 2023, evaluated the performance of Mr. Lakshmi Niwas Bangur and based on the performance evaluation of him, the Committee has considered and approved the continuation of directorship of Mr. Lakshmi Niwas Bangur as a non-executive director of the Company..

The Board based on the recommendation of Nomination & Remuneration Committee and taking in account of his good health, sound and alert mind, skills, expertise, competencies in the context of the business of the Company, the contribution made by Mr. Lakshmi Niwas Bangur as an non executive Director since his appointment, which has immensely benefited the Company, had approved and recommended to the Shareholders for their approval by passing Special Resolution in the ensuing Annual General Meeting to continue the directorship of Mr. Lakshmi Niwas Bangur as a Non-executive Director of the Company, liable to retire by rotation.

Brief Profile

Mr. L.N.Bangur has been associated with the Company since April 1988 as the Chairman. He possesses long and varied experience in various industries like plantations, paper and textiles apart from trading and investment activities. He holds a Bachelors Degree in Commerce.

He is the Chairman & Managing Director of Maharaja Shree Umaid Mills Limited and Managing Director of Shree Krishna Agency Limited. He holds directorship in Amalgamated Development Limited, Placid Limited, The Kishore Trading Company Limited, The Swadeshi Commercial Company Limited, The General Investment Company Limited and Kiran Vyapar Limited.

He is also an active committee member of Federation of Indian Chamber of Commerce and Industry.

A brief resume of Mr. Lakshmi Niwas Bangur, 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 Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 are given in a annexure, annexed hereto and marked as "Annexure-A" to this Notice

Except Mr. Lakshmi Niwas Bangur, Mrs. Alka Devi Bangur and Mr. Shreeyash Bangur, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financial or otherwise in the resolution.

The Board recommends passing of the resolutions as set out under Item No.6 of the notice for approval of the members as Special Resolution.

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

Kolkata
27th July, 2023

Saurav Singhania
Company Secretary



Annexure A

Details of Directors seeking appointment / re-appointment 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	Mrs. Alka Devi Bangur	Mr. Shreeyash Bangur	Mr. Lakshmi Niwas Bangur
DIN	00012894	00012825	00012617
Age / Date of Birth	68 years / 28.11.1954	43 years / 01.06.1980	73 years / 26.08.1949
Date of First Appointment on the Board	17.09.1993	05.11.2012	01.04.1988
Expertise in Specific functional areas	Industrialist	Industrialist	Industrialist
Qualifications	MBA	MSC in Engineering & Business Management	B.Com
Terms and condition of appointment / re-appointment	As per Note No.4 of Explanatory Statement given in the Notice.	As per Note No.5 of Explanatory Statement given in the Notice.	Director Liable to Retire by rotation and eligible for reappointment and as per Note No.6 of Explanatory Statement given in the Notice.
Remuneration last drawn by such person, if applicable	Rs. 42.08 lakhs per annum	Rs. 27.24 lakhs per annum	N.A.
List of outside directorship held excluding alternate directorship	<ol style="list-style-type: none"> 1. Rupa & Company Ltd 2. Maharaja Shree Umaid Mills Limited 3. Apurva Export Pvt. Ltd 4. The Marwar Textiles (Agency) Private Limited 5. Mugneeram Ramcoowar Bangur Charitable & Religious Company 	<ol style="list-style-type: none"> 1. Kiran Vyapar Ltd 2. Sidhidata Tradecomm Ltd. 3. Sidhidata Solar Urja Ltd. 4. Eminence Agrifield Pvt. Ltd. 5. Navjyoti Commodity Management Services Limited. 6. LNB Renewable Energy Ltd. 7. Parmarth Wind Energy Pvt. Ltd. 8. Palimarwar Solar Project Pvt. Ltd. 9. Manifold Agricrops Pvt. Ltd. 	<ol style="list-style-type: none"> 1. The Swadeshi Commercial Company Limited 2. Shree Krishna Agency Limited 3. The Marwar Textiles (Agency) Private Limited 4. Kiran Vyapar Limited 5. The Kishore Trading Company Limited 6. The General Investment Company Limited 7. Placid Limited 8. Mugneeram Ramcoowar Bangur Charitable & Religious Company 9. Apurva Export Pvt Ltd 10. Amalgamated Development Ltd 11. LNB Real Estates Private Limited 12. Purnay Greenfield Private Limited 13. Maharaja Shree Umaid Mills Limited



Name of Director	Mrs. Alka Devi Bangur	Mr. Shreeyash Bangur	Mr. Lakshmi Niwas Bangur
Listed entities from which the Director has resigned from Directorship in last 3 (years)	NIL	NIL	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	NIL	NIL	Chairman of Stakeholders Relationship Committee, Member of Audit Committee, and Nomination & Remuneration Committee
Chairman/ Member of the Committees of the Board of Directors of other companies in which he/she is a director	Chairman of Stakeholders Relationship Committee and Member of Audit Committee in Maharaja Shree Umaid Mills Limited.	Member of Audit Committee and Nomination & Remuneration Committee in Sidhidata Solar Urja Ltd.	1. Member of Nomination & Remuneration Committee in Maharaja Shree Umaid Mills Limited. 2. Chairman of Audit Committee and Member of Nomination & Remuneration Committee in Placid Ltd. 3. Member of Stakeholder Relationship Committee and Nomination & Remuneration Committee and Audit Committee in Kiran Vyapar Limited. 4. Member of Audit Committee and Nomination & Remuneration Committee in The General Investment Company Limited.
No. of Equity shares held in the Company including shareholding as a beneficial owner.	37638	NIL	25481
Details of remuneration sought to be paid	Refer Item No.4 of the explanatory statement	Refer Item No.5 of the explanatory statement	Sitting fees and reimbursement of expenses, if any, as per the Nomination & Remuneration Policy of the Company
Number of Board Meetings attended during FY 2022-23	4 (Four)	4 (Four)	4 (Four)
Relationship with other Directors, Manager and other Key Managerial Persons of the Company	Spouse of Mr. Lakshmi Niwas Bangur, Chairman and Mother of Mr. Shreeyash Bangur, Deputy Managing Director.	Son of Mr. Lakshmi Niwas Bangur, Chairman and Mrs. Alka Devi Bangur, Managing Director.	Spouse of Mrs. Alka Devi Bangur, Managing Director and Father of Mr. Shreeyash Bangur, Deputy Managing Director.



Annexure B

Disclosure as required under Clause (iv) of Part B of Section II of Schedule V of the Companies Act, 2013 is given hereunder:

I. General Information

i. Nature of industry	The Company engaged in the production and distribution of Tea, generation and distribution of power and Investment.
ii. Date or expected date of commencement of commercial production:	Not Applicable since the Company has already Commenced its business activities
iii. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	N.A.

iv. Financial performance based on given indicators: As per Audited Financial Results for the year ended 31st March, 2023:

(Amount in Lakhs)

Particulars	2022-23	2021-22
Revenue from Operation	5153.56	4720.02
Profit / (Loss) before interest, depreciation and tax	190.67	828.48
Profit/(Loss) before Tax	(315.75)	117.72
Profit/(Loss) after tax	(335.62)	49.72
Other Comprehensive Income	(16.92)	499.34
Total Comprehensive Income	(352.54)	549.06
Earning per equity share:		
Basic	(10.84)	1.61
Diluted	(10.84)	1.61

v. Foreign Investment or collaborators, if any: The Company does not have any Foreign Collaboration.

II. Information about the appointees:

Particulars	Mrs. Alka Devi Bangur	Mr. Shreeyash Bangur
a. Background details Job profile and suitability and Recognition or awards	Mrs. Alka Devi Bangur holds Masters Degree in English, Hindi and Business Administration. She is associated with the Company since 1993. She has a vast experience in the management and administration of the Company. Under her leadership, the Company has registered steady progress and growing from strength to strength.	Mr. Shreeyash Bangur is a graduate in Accounting and Management from University of Wales, Cardiff, United Kingdom. He also holds Post Graduate Degree in Engineering Business Management from Warwick Manufacturing Group, United Kingdom. He is associated with the Company since 2012. He has rich and varied experience and has led the company with his leadership and entrepreneurial ability.



Particulars	Mrs. Alka Devi Bangur	Mr. Shreeyash Bangur
b. Past remuneration	Rs. 42.08 lakhs per annum	Rs. 27.24 lakhs per annum
c. Remuneration proposed	As per Note No.4 of Explanatory Statement given in the Notice.	As per Note No.5 of Explanatory Statement given in the Notice.
d. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, scale of operations of the Company, the profile, knowledge, skills and responsibilities of Mrs. Alka Devi Bangur, the Board of Directors considers that the remuneration proposed to her is commensurate with the remuneration packages paid to similar professionals in similar industries.	Taking into consideration the size of the Company, scale of operations of the Company, the profile, knowledge, skills and responsibilities of Mr. Shreeyash Bangur, the Board of Directors considers that the remuneration proposed to him is commensurate with the remuneration packages paid to similar professionals in similar industries.
e. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to Mrs. Alka Devi Bangur and holding of 37638 equity shares in promoter category she does not have any other pecuniary relationship with the Company. She is Spouse of Mr. Lakshmi Niwas Bangur, Chairman and Mother of Mr. Shreeyash Bangur, Deputy Managing Director. Except as above she does not have any relationships with any other managerial personnel	Besides the remuneration proposed to be paid to Mr. Shreeyash Bangur, he does not have any other pecuniary relationship with the Company. He is Son of Mr. Lakshmi Niwas Bangur, Chairman and Mrs. Alka Devi Bangur, Managing Director. Except as above he does not have any relationships with any other managerial personnel.

III. Other Information

a. Reasons of loss or inadequate profits	The Company is engaged in the business of tea plantation and manufacturing activities. The Profit of the company has reduced primarily on account of increase in cost of production, unfavourable selling price and climate conditions. On account of the aforesaid reason, the profit of the Company became inadequate in terms of Section 197/198 read with Schedule V to the Companies Act, 2013.
b. Steps taken or proposed to be taken for improvement	Automation of tea processing in the light of Global competition and shortage of estate workers is imperative for future growth of tea industry. Sharing the social cost by the State Governments will reduce the cost of production (Mainly cost of labour) and thereby increase the competitive strength of Indian tea. The Company has also been continuously striving for cost reduction, quality improvement and product development for fetching better prices. With all these efforts, the Company is hopeful to achieve better results in the current as well as in the coming years. Further, the Company is taking efforts on implementing other marketing and operational strategies to help increase the sales, production and thereby increasing profits of the Company.
c. Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the operations and profitability of the Company may improve through constant efforts and would be comparable with the industry average in future.