



## POSTAL BALLOT NOTICE

**Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014**

**Dear Member(s),**

NOTICE is hereby given that pursuant to the provision of Section 110 read with Section 108 of the Companies Act, 2013 ('Act') and Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("the Rules"), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22<sup>nd</sup> September 2025 ("General Circulars") issued by the Ministry of Corporate Affairs ("MCA"), as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended from time to time, and the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), the Company is seeking consent of its Members for the Special Business as mentioned hereunder, which are proposed to be passed as a Special Resolution by way of Postal Ballot through remote e-voting. ("Postal Ballot"/"E-voting").

In terms of the General Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

The Explanatory Statement under Section 102 of the Act including the information required to be provided under Regulation 36(3) and other applicable provisions of the SEBI Listing Regulations read with the circulars notified thereunder, setting out the material facts concerning the proposed resolution and the reasons thereof is annexed herewith.

In compliance with the provisions of Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended from time to time), 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 as set out in the Postal Ballot notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). The e-voting period commences on Wednesday, the 31<sup>st</sup> day of December, 2025 at 9.00 A.M. and ends on Thursday, the 29<sup>th</sup> day of January, 2026 at 5.00 P.M. Members are requested to cast their vote within due time thereafter e-voting facility will be disabled. Please read carefully and follow the instructions as printed in this Notice for e-voting purpose.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company at its meeting held on Tuesday, the 11<sup>th</sup> day of November, 2025, has appointed M/s Vinod Kothari & Company, Practicing Company Secretaries, (Firm registration no. P1996WB042300) Kolkata, as Scrutinizer for conducting the Postal Ballot process in accordance with law in a fair and transparent manner.

Registered Off: 7, Munshi Premchand Sarani, Hastings, Kolkata - 700 022

CIN: L01132WB1913PLC220832 Email: [periatea@lnbgroup.com](mailto:periatea@lnbgroup.com) website: [www.periatea.com](http://www.periatea.com)

Phone: +91-33-22233394 Fax: +91-33-22231569



## THE PERIA KARAMALAI TEA & PRODUCE CO LTD

The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by CDSL. The results of the Postal Ballot/E-voting shall be announced by the Chairman of the Company or in his absence, any person authorized by him, within 2 (two) working days from the last date of e-voting.

The results of the Postal Ballot/E-voting along with the Scrutinizer's Report will be posted on the Company's website at [www.periatea.com](http://www.periatea.com) and CDSL website at [www.evotingindia.com](http://www.evotingindia.com) and shall also be displayed on the Notice Board of the Company at the Registered Office of the Company at 7, Munshi Premchand Sarani, Hastings, Kolkata - 700022.

The last date of the E-Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: TO RE-APPOINT MR. GAURAV JALAN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR FOR A SECOND TERM OF 5 CONSECUTIVE YEARS**

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 Section 149, 150 and 152 read with other applicable provisions, if any, and Schedule IV of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulation 17, 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI LODR") (including any statutory amendment, modification or re-enactment thereof, for the time being in force), applicable clauses of the Articles of Association and Policies of the Company, other applicable laws or such other approvals as may be required and based on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, the Consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Gaurav Jalan [DIN: 00111070], as an Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI LODR as amended from time to time and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Independent Director, and to hold office for second term of five consecutive years with effect from 10<sup>th</sup> November, 2025 upto 9<sup>th</sup> November, 2030 and whose office shall not be liable to retire by rotation."

**RESOLVED FURTHER THAT** Mr. Gaurav Jalan, shall be entitled to receive sitting fees and Commission, for attending the Board Meeting (including all Committees thereof), as being paid to other Independent Directors of the Company.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and is hereby authorized to file forms with Registrar of Companies and to do all such acts, deed and things as may be necessary to give effect to the resolution."

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# THE PERIA KARAMALAI TEA & PRODUCE CO LTD

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

Saurav Singhania  
Company Secretary  
Membership No – A27227

Place: Kolkata

Date: 11.11.2025

## Notes:

1. The explanatory statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014, Regulation 36 and other applicable provisions of the SEBI Listing Regulations read with the circulars notified thereto, and Secretarial Standards on General Meetings (SS-2), setting out the material facts and reasons thereof in respect of proposed special business is attached herewith.
2. (a) As per Section 110 of the Act read with Rule 22 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, the Postal Ballot Notice will be sent to all the Members of the Company whose names appear on the Register of Members of the Company or of the Beneficial owners maintained by the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on Friday, the 26<sup>th</sup> day of December, 2025 (“**Cut-off date**”).  
(b) Only a Member who is entitled to vote can exercise his/ her vote through Postal Ballot/E-voting. The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of the documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic Shareholding)/ the Company’s Registrar and Transfer Agent (in case of physical shareholding). Members whose names appear on the Register of Members/ List of Beneficial Owners with Depository Participants as on Friday, the 26<sup>th</sup> day of December, 2025 will be considered for the purpose of voting. A Member who is not a Member on the relevant date should treat this notice for information purpose only.
3. Resolution, if approved, by the members by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the members and the last date of the E- Voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority. The Postal Ballot Notice have been placed on the Company's website i.e. [www.periatea.com](http://www.periatea.com) and CDSL e-voting website i.e. [www.evotingindia.com](http://www.evotingindia.com).
4. The voting rights of the Members shall be in proportion to their share of the paid-up Equity Share Capital of the Company as on Friday, the 26<sup>th</sup> day of December, 2025.
5. The Company is sending Postal Ballot Notice in electronic form only as permitted under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
6. 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 with RTA at email id [coimbatore@in.mpms.mufg.com](mailto:coimbatore@in.mpms.mufg.com).

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7. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 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 General Circular issued by the Ministry of Corporate Affairs ("MCA") 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 Postal Ballot 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.

8. The Instruction of Shareholders for Remote E-voting are as under:

- (i) The remote e-voting period begins on Wednesday, the 31<sup>st</sup> day of December, 2025 at 9.00 A.M. and ends on Thursday, the 29<sup>th</sup> day of January, 2026 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 Friday, the 26<sup>th</sup> day of December, 2025, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

- (iii) 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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>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. 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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</li></ol>



	<p>period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

**(iv) Login method for Remote e-Voting 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"><li>• 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.</li></ul>
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format)

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Bank Details	as recorded in your demat account or in the company records in order to login.
<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"><li>• 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.</li></ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <THE PERIA KARAMALAI TEA & PRODUCE COMPANY LIMITED> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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**(xvi) 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](http://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](mailto: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 required mandatory 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. [kolkata@vinodkothari.com](mailto:kolkata@vinodkothari.com) and to the Company at the email address viz; [periatea@lnbgroup.com](mailto:periatea@lnbgroup.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **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 [coimbatore@in.mpms.mufg.com](mailto:coimbatore@in.mpms.mufg.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 through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.



## EXPLANATORY STATEMENT PURSUANT TO 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 business mentioned under Item No. 1 of the accompanying Notice.

### Item No. 1

The Board of Directors, at its meeting held on 10th November, 2020, appointed Mr. Gaurav Jalan (DIN: 00111070) as an Additional Director (Independent, Non-Executive) of the Company. Subsequently, the Members at the 108th Annual General Meeting held on 24th September, 2021 approved his appointment as an Independent Director for a term of five consecutive years commencing from 10th November, 2020. Accordingly, his first term expired on 9th November, 2025.

In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of five consecutive years on the Board of the Company and shall be eligible for re-appointment for another term of five consecutive years upon passing a Special Resolution by the Company.

### **Profile of Mr. Gaurav Jalan:**

Mr Gaurav Jalan completed his education at St Xavier's College, Calcutta with B.Com (Hons) degree. He then did training at Tata Chemicals in their main factory in Gujarat, as well as worked with Lodha & Co., Chartered Accountants. This enabled gain insight on working in a larger corporate working environment. The first Business that he was involved with was the Family's business interest in Tea Plantations in Assam and West Bengal. The estates gained fair momentum, and in specific, the Company's DOOMNI Tea Estate became a renowned / prized property. In the mid nineties, the Group forayed into manufacture of security printing inks in Bhiwadi, in Joint Venture with SICPA Holding S.A., Switzerland; and Mr Jalan as Director had invaluable contribution to the same. That Company captured the entire market share in India for its product range. He has handled purchase of an engineering business from ChemplastSanmar Group, and was part of the team that grew it over 4 times. He was responsible for the Group's very successful JV with Rice Lake Weighing Systems, Wisconsin - the world leader in weight and weight related engineering equipment. Mr Gaurav Jalan is on the Committee of various bodies like FICCI, Indian Chamber of Commerce and Tea Association of India for several years.

Based on his performance evaluation and considering his skills, experience, and contribution to the Company during his tenure as an Independent Director, the Nomination and Remuneration Committee through passing resolution by circulation dated 3<sup>rd</sup> November, 2025 approved and recommended his reappointment to the Board for a second term of 5 (five) consecutive years w.e.f. 10<sup>th</sup> November, 2025

The Board, through passing resolution by circulation dated 5<sup>th</sup> November, 2025, after conducting a performance evaluation and considering the recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has approved and recommended to the shareholders the re-appointment of Mr.



## THE PERIA KARAMALAI TEA & PRODUCE CO LTD

Gaurav Jalan, as an Independent Director of the Company for second term of 5 (five) consecutive years w.e.f. 10<sup>th</sup> November, 2025.

The Company has received declarations from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Gaurav Jalan has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

Further, Mr. Gaurav Jalan has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Gaurav Jalan has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and online proficiency self-assessment test conducted by IICA.

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

Copy of the draft letter for re-appointment of Mr. Gaurav Jalan as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day until the last date of remote e-voting.

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

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Gaurav Jalan as an Independent Director for another term of 5 (five) consecutive years w.e.f 10<sup>th</sup> November, 2025, for the approval by the shareholders of the Company.

Except Mr. Gaurav Jalan, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice of the Postal Ballot.



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The Board recommends the Special Resolution set out at Item No. 1 of the Notice for the approval by the Members.

**Place: Kolkata**

**Date: 11.11.2025**

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

**Sd/-**

**Saurav Singhania  
Company Secretary  
Membership No – A27227**



## Annexure A

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

<b>Name of Director</b>	<b>Mr. Gaurav Jalan</b>
DIN	00111070
Age / Date of Birth	53 years / 11.11.1972
Date of First Appointment on the Board	10.11.2020
Expertise in Specific functional areas	Business
Qualifications	Graduate
Terms and condition of appointment/ re-appointment	As per Note No.1 of Explanatory Statement given in the Notice.
Remuneration last drawn by such person, if applicable	Rs. 75000/- (Sitting Fees)
List of outside directorship held excluding alternate directorship	1. Dhawalgiri Holdings Private Limited 2. New Arena Holdings Private Limited 3. Peak Mercantiles Private Limited 4. Anchor Investments Private Limited 5. Rice Lake Weighing Systems India Limited 6. Sublime Agro Limited 7. Aanupamaa G. Jalan Clay Magic Private Limited
Listed entities from which the Director has resigned from Directorship in last 3 years	NIL
Chairman/ Member of the Committees of the Board of Directors of the Company	NIL
Chairman/ Member of the Committees of the Board of Directors of other companies in which he is a director	Member of Audit Committee and Nomination & Remuneration Committee in Rice Lake Weighing Systems India Limited.
No. of Equity shares held in the Company	NIL
Number of Board Meetings attended during FY 2025-26 (till date)	3 (Three)
Relationship with other Directors, Manager and other Key Managerial Persons of the Company	Nil