



THE PERIA KARAMALAI TEA & PRODUCE CO LTD.

13.11.2024

The Listing Department,
National Stock Exchange of India Limited
Exchnage Plaza, C-1, Block-G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip Symbol: PKTEA

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Notice of Postal Ballot

Pursuant to the Regulation 30 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Postal Ballot Notice sent electronically to all the members of the company on 13th November, 2024 seeking their consent vide Special Resolution on the matter set out in the Postal Ballot Notice.

Further the Postal Ballot Notice has been sent electronically to all the members whose name appears in the list of members as on close business hours on Friday, 8th November, 2024 (Cut-off) and who have registered their Email Address with Depository Participants / RTA of the Company.

The Company has engaged the services of Central Depository Services Limited (CDSL) for providing e-voting facility to its Members. The e-voting period will commence on Thursday, 14th November, 2024 at 9:00 A.M (IST) and end on Friday, 13th December, 2024 at 5:00 P.M. (IST).

We request you to take the above on record.

Thanking You,
Yours Faithfully,

For The Peria Karamalai Tea & Produce Co Ltd

Saurav Singhania
Company Secretary
Membership No A27227

Encl: As above

LN BANGUR GROUPOF COMPANIES



REGISTERED OFFICE

7, Munshi Premchand Sarani, Hastings, Kolkata - 700 022.
India L: +91 33 22237128 / 29 | F: +91 33 22231569

CORPORATE ADDRESS

Athiva, Plot No. C2, Sector - III, HUDA Techno Enclave,
Madhapur, Hyderabad - 500081, Telangana, India L: +91 40 69282828



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

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, General Circular No. 20/2020 dated 05th 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 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 05th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 ("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 Businesses as mentioned hereunder, which are proposed to be passed as 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 resolutions 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 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 Thursday, the 14th day of November, 2024 at 9.00 A.M. and ends on Friday, the 13th day of December, 2024 at 5.00 P.M. E-Voting module will be blocked by CDSL after 05:00 P.M. on Friday, the 13th day of December, 2024 and voting shall not be allowed beyond the said date and time. Please read carefully and follow the instructions as printed in this Notice for e-voting purpose.

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

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 5th November, 2024, has appointed M/s Vinod Kothari & Company, Practicing Company Secretaries, Kolkata, as Scrutinizer for conducting the Postal Ballot process in accordance with law in a fair and transparent manner.

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 and CDSL website at 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 Resolutions shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESSES:

ITEM NO. 1: APPOINTMENT OF MR. AMITAV KOTHARI (DIN: 01097705) AS AN INDEPENDENT - NON-EXECUTIVE DIRECTOR.

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 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 and Regulation 17 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, based on the approval and recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Amitav Kothari (DIN : 01097705), who was appointed as an Additional Director (Category-Independent, Non-Executive) with effect from 20th September, 2024, and 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 the SEBI LODR and who will attend the age of Seventy five years during his tenure of First term of 5(Five) consecutive years, 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 Director, be and is hereby appointed as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 20th September, 2024.

RESOLVED FURTHER THAT Mr. Amitav Kothari, shall be entitled to receive sitting fees, for attending the Board Meeting (including Committees thereof) as being paid to other Non-Executive Directors of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deed and things including filings and take steps as may be necessary to give effect to the resolution and matters incidental thereto."

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

ITEM NO. 2: APPOINTMENT OF MR. RAJIV KAPASI (DIN: 02208714) AS AN INDEPENDENT - NON-EXECUTIVE DIRECTOR.

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 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 and Regulation 17 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, based on the approval and recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Rajiv Kapasi (DIN : 02208714), who was appointed as an Additional Director (Category-Independent, Non-Executive) with effect from 20th September, 2024 and 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 the SEBI LODR 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 Director, be and is hereby appointed as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 20th September, 2024.

RESOLVED FURTHER THAT Mr. Rajiv Kapasi, shall be entitled to receive sitting fees, for attending the Board Meeting (including Committees thereof), as being paid to other Non-Executive Directors of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deed and things including filings and take steps as may be necessary to give effect to the resolution and matters incidental thereto."

Place: Kolkata
Date: 05.11.2024

By Order of the Board
For The Peria Karamalai Tea & Produce Co. Ltd.
SD/-
Saurav Singhania
Company Secretary
Membership No – A27227

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 businesses 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

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

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 8th November, 2024 (“Cut-off date”).

(b) Only a Member who is entitled to vote is entitled to 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 8th November, 2024 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. Resolutions, 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 and CDSL e-voting website i.e. 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 8th November, 2024.

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@linkintime.co.in.

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 E-voting are as under:

- (i) The remote e-voting period begins on Thursday, the 14th day of November 2024 at 9:00 A.M. and ends on Friday, the 13th day of December, 2024 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 8th November, 2024, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

- (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:

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 cdsi 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. 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

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

	<p>available at CDSL website www.cdslindia.com and click on login and new system myeasi Tab and then click on registration option.</p> <p>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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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.</p> <p>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</p> <p>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.</p>
Individual Shareholders (holding	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

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

securities in demat mode) login through their Depository Participants (DP)	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 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.

(iv) Login method for 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.
- 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:

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

	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.

- (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.

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

- (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.
- (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 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 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. kolkata@vinodkothari.com and to the Company at the email address viz; 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@linkintime.co.in.
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 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.

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

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 businesses mentioned under Item No. 1 & 2 of the accompanying Notice.

Item No. 1

Mr. Harischandra Maneklal Parekh (DIN 00026530), Mr. Pudugramam Ramachandran Ramakrishnan (DIN 02715749) and Mr. Narasimhan Swaminathan (DIN 02743671), have completed their second and final term as an Independent Directors and consequently ceased as a Director of the Company w.e.f. 22nd September, 2024. The Board of Directors and the Management of the Company expressed their deep appreciation and gratitude to Mr. Harischandra Maneklal Parekh, Mr. Pudugramam Ramachandran Ramakrishnan and Mr. Narasimhan Swaminathan for their extensive contribution and stewardship.

In order to strengthen the Board of the Company and to have an optimum combination of Executive, Non-Executive and Independent Directors on the Board with an objective to facilitate proper Board deliberations, the Board of Directors of the Company pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 and the Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee at their meeting held on 20th September, 2024, had appointed Mr. Amitav Kothari (DIN : 01097705) as an Additional Director (Independent, Non-Executive Category) of the Company w.e.f. 20th September, 2024 subject to the approval of the shareholders of the Company.

The Nomination and Remuneration Committee has evaluated the balance of skills, knowledge and experience on the Board of the Company and prepared the description of the role and capabilities required in the person proposed to be appointed as Independent Director of the Company. On the basis of the said description, the Nomination and Remuneration Committee has recommended the appointment of Mr. Amitav Kothari as an Independent Director on the Board of the Company.

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. Further, pursuant to Regulation 17 (1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Amitav Kothari (DIN: 01097705), a non-executive Independent Director of the Company who will be attaining the age of 75 (Seventy-five) years during his tenure of First term of 5 (Five) consecutive years.

The Company has received a notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director and the Board is of the opinion that Mr. Kothari be appointed as an Independent Director for a term upto 5 (five) consecutive years.

Brief profile of Mr. Amitav Kothari is as under:

Mr. Amitav Kothari is a M. Com., LL.B., FICA, FCA. He is a Fellow of the Institute of Chartered Accountants of India, Life Member of the Indian Council of Arbitration, New Delhi and is on its

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

approved Panel of Arbitrators, Fellow of the British Institute of Management (UK). He is also on the Panel of Arbitrators of the Indian Chamber Council of Arbitration, Kolkata, Panel of Reviewers maintained by the Peer Review Board of the Institute of Chartered Accountants of India and panel of IGRC of NCDX.

Mr. Amitav Kothari is a Practicing Chartered Accountant since the year 1975 and Managing Partner of M/s KOTHARI & COMPANY, Chartered Accountants, Kolkata (India). He is an expert in the fields of Banking & Financial services, Tax Planning & Representations, Corporate Law & Foreign Collaboration. He has also extensively travelled in Europe, USA, Japan, Australia, Thailand, Singapore, Hong Kong, Malaysia, Africa & Mauritius a number of times in connection with his Professional Work.

Mr. Amitav Kothari has served as a Director & Member of the various Committees in the following Companies:

- a) Director of Andrew Yule & Co. Ltd appointed by President of India (2008-11)
- b) Director of Life Insurance Corporation of India (LIC) appointed by Govt. of India from (2005 to 2008) & Member of its Audit Committee.
- c) Director of Allahabad Bank (a Public Sector Bank) appointed by Government of India from (2001 to 2004) & has served as Chairman of its Audit Committee & Shareholders Committee.
- d) Director of Rajasthan Spinning & Weaving Mills Ltd, New Delhi (1980 – 89)
- e) Member of Settlement Advisory Committee (SAC) of Industrial Investment Bank of India (IIBI) (2005 – 2007).
- f) Member of oversight Committee for sale of assets of Industrial Investment Bank of India (IIBI) appointed by Hon'ble Union Finance Minister (2006-11).
- g) Member of Settlement Advisory Committee and Customer services standing committee of Allahabad Bank (2008-15).
- h) Director of National Insurance Co Ltd appointed by Govt of India (2011-14).
- i) Director of South Eastern Coal Fields Ltd appointed by Govt of India (2011-14).
- j) Independent Director of Kanoria Chemicals & Industries Ltd (2009 -2024) and Chairman of its Audit Committee.
- k) Independent Director of West Coast Paper Mills Ltd (2016 -2022).
- l) Independent Director of Kiran Vyapar Ltd and Chairman of its Audit Committee (2009 -2024)
- m) Independent Director of Maharaja Shree Umaid Mills Ltd (2007-2024).

Besides, served as a director and member of several other companies, he had also held Executive Committee Membership in the following:

- a) President of Merchants Chamber of Commerce & Industry, Calcutta (1989 – 90) & Committee Member since 1975.
- b) Member of Managing Committee of Associated Chambers of Commerce & Industry (ASSOCHAM) New Delhi from 1993 to 2024 and has served as Chairman of its Expert Committee on Banking & Financial Services, Corporate Laws etc.
- c) Member of Central Council of the Institute of Chartered Accountants of India, New Delhi nominated by Govt of India for the period 1998 – 2001 and has served as Chairman of its Fiscal Laws Committee & Corporate Law Committee in 1998 – 99 & 1999 –2000.
- d) Vice – Chairman of Research Committee of Institute of Chartered Accountants of India (2000 – 2001).
- e) Member of Auditing & Assurance Board of Institute of Chartered Accountants of India (2004 - 2005).
- f) Member of Commission of Taxation of International Chamber of Commerce, Paris (1996 – 99).

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

- g) President Association of Company Secretaries, Executives & Advisors, Calcutta (1985 – 86)
- h) Special Invitee to Executive Committee of Indian Chamber of Commerce, Calcutta (2005 – 07).
- i) Member of Accounting Standards Board of the Institute of Chartered Accountants of India, New Delhi (1993 –97, 2019-20).
- j) Member of West Bengal State Consumer Protection Council (1989 – 90).
- k) Member of State Committee of Industrial Development for large & medium industries under the Chairmanship of Chief Minister of West – Bengal (1989 – 90).
- l) Committee Member of Indian Red Cross Society (1989 – 90).
- m) Trustee of Merchants Chamber of Commerce, Foundation, Calcutta (1986 – 90).
- n) Trustee of Kothari Lok Kalyan Trust, Calcutta.
- o) Member of Examination Committee, Professional Development Committee, Information Technology Committee, International Affairs Committee of Institute of Chartered Accountants of India, New Delhi.
- p) Member of International Taxation Committee of Institute of Chartered Accountants of India, New Delhi. (2018-19)
- q) Special Invitee to Executive Committee Meeting of FICCI, New Delhi from 2013 to 2018.

He has also honored, Awarded and Recognized by the following:

- a) Conferred the 1988 Outstanding Young Person of West Bengal – Award by Indian Jaycees in the field of Law & Taxation.
- b) Has been awarded the Certificate of Merit in the Final Examination of November, 1974 of the Institute of Chartered Accountants of India.
- c) Listed in Marquis “Who’s Who in the World” published from USA (2007).
- d) Selected for 1994 Award of “Who’s Who at the Summit “by American Biographical Institute at USA.
- e) Selected as “International Man of the year 1995 – 96” by International Biographical Center of Cambridge, England.
- f) Selected for “Global Distinction Award 1994 – 95” by International Biographical Reserve Institute of Edmonton, Canada.
- g) Selected for inclusion in the Millenium edition of “The International Directory of distinguished Leadership “of American Biographical Institute, North Carolina , USA.
- h) Listed in “Five Hundred Leaders of influence – 1997 published by American Biographical Institute, USA.
- i) Selected for inclusion in the title “Man of the year – 1996 “of American Biographical Institute USA.
- j) Selected for the “Twentieth Century Award for Achievements” by International Biographical Center, Cambridge, England.
- k) Nominated for “Presidential Seal of Honor by American Biographical Institute, Inc , USA.
- l) Selected for “Research Fellow Recognition “ by the American Biographical Institute , Inc.
- m) Listed in “International Book of Honor” published by American Biographical Institute.
- n) Listed in “Most Admired Men & Women of the year” published by American Biographical Institute, USA.
- o) Listed in “Dictionary of International Biography” by International Biography Center, Cambridge, England (24th Edition)
- p) Listed in “Five Thousand Personalities of the World” of American Biographical Institute of North Carolina, USA.
- q) Selected for inclusion in “International Who’s Who of intellectuals by International Biographical Institute , Inc USA.
- r) Listed in “International Who’s Who of Contemporary Achievements” published by ABI , USA.

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

- s) Selected for inclusion in Reference Work “Asia – Men & Women of Achievement” by Reguerdon Sdn. Bhd. of Kuala Lumpur, Malaysia.
- t) Nominated by American Biographical Institute for “The 2000 Millenium Medal of Honor”.
- u) Selected by International Biographical Centre , U.K. for inclusion in ‘Outstanding People of the 20th Century’.
- v) Listed in INFA “India Who’s Who”
- w) Listed in 57th Edition of Who’s who in America (2008 edition) published by Marquis of New York, U.S.A.
- x) Listed in “Who’s Who in Finance and Business” published by Marquis of New York, USA. (20017)

Apart from the above, he has also achieved the following:

- a. Contributed a weekly column as a Tax Expert in Financial Times of Times of India from July, 2001 to November 2001.
- b. Author of more than 500 (Five Hundred) Articles, published in Financial Express, Business Standard, Economic Times, Taxman, Taxation, The Chartered Accountant, Current Tax Reporter etc.
- c. Has served as a Member of Editorial Board of “The Chartered Accountant”, the official journal of the Institute of Chartered Accountants of India, having a circulation of more than 3,00,000 copies.
- d. The Institute of Chartered Accountants of India have brought out an Audio Cassette on “Valuation of Shares” under their Recorded Lessons Project Scheme.
- e. Broadcast talks on All India Radio, Red FM Radio and appears on Doordarshan (National TV Network) ATN World channel, TAAZA TV Channel, FM Radio as a Tax Expert.
- f. Acted as Chairman / Faculty Member in more than 2300 (Two Thousand three Hundred) All India & International Seminars & Conference on Taxation, Company Law, Banking & Finance & Other allied matters.
- g. Has given lectures to Chartered Accountancy Students under the Coaching Scheme of the Institute of Chartered Accountants of India (Eastern India Regional Council).
- h. Has been a Registered Valuer appointed by Central Board of Direct Taxes , Govt of India , New Delhi under the Wealth – Tax Act , and the Estate Duty Act.

Presently, he is a Member of Calcutta Club Ltd, Calcutta Swimming Club and India International Centre, New Delhi.

The Company has received the following from Mr. Kothari –

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- (ii) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

- (iii) Declaration that he is not nor debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.
- (iv) Declaration that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 17A of the SEBI (LODR) Regulations, 2015.
- (v) A confirmation that 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 as an Independent Director of the Company and
- (vi) A confirmation regarding registration on the Independent Directors databank as regulated by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Based on the declaration received from Mr. Kothari, the Board is of the opinion that Mr. Kothari fulfils the criteria of being appointed as an Independent Director as stipulated in Section 149(6) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and applicable provisions of Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is also of the opinion that the proposed Director is independent of the management.

Mr. Kothari, shall be entitled to receive sitting fees for attending the Board Meeting (including all Committees thereof), as being paid to other Non-Executive Directors (including Independent Directors) of the Company.

A copy of the draft appointment letter, setting out his terms and conditions of appointment would be available for inspection, without any fees, by the members at the company's registered office during normal hours on working days until the last date of the e-voting through Postal Ballot process.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mr. Kothari as an Independent Director on the Board of the Company. Accordingly, a brief resume of Mr. Kothari, 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 interse, 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".

Accordingly, the Board of Directors recommends approval of the shareholders for appointment of Mr. Kothari as an Independent Director of the Company on such terms that he shall continue to hold office as non-rotational Independent Director for a term of 5(five) consecutive years, with effect from 20th September, 2024.

Other than Mr. Kothari and his relatives, to the extent of their shareholding interest, if any, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 1 of the accompanying Notice.

The Board recommends the resolution set forth in item no. 1, for the approval of members as a Special Resolution.

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

Item No. 2

Mr. Harischandra Maneklal Parekh (DIN 00026530), Mr. Pudugramam Ramachandran Ramakrishnan (DIN 02715749) and Mr. Narasimhan Swaminathan (DIN 02743671), have completed their second and final term as an Independent Directors and consequently ceased as a Director of the Company w.e.f. from 22nd September, 2024. The Board of Directors and the Management of the Company expressed their deep appreciation and gratitude to Mr. Harischandra Maneklal Parekh, Mr. Pudugramam Ramachandran Ramakrishnan and Mr. Narasimhan Swaminathan for their extensive contribution and stewardship.

In order to strengthen the Board of the Company and to have an optimum combination of Executive , Non-Executive and Independent Directors on the Board with an objective to facilitate proper Board deliberations, the Board of Directors of the Company pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 and the Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee at their meeting held on 20th September, 2024 , had appointed Mr. Rajiv Kapasi (DIN : 02208714) as an Additional Director (Independent, Non-Executive Category) of the Company w.e.f. 20th September, 2024 subject to the approval of the shareholders of the Company.

The Nomination and Remuneration Committee has evaluated the balance of skills, knowledge and experience on the Board of the Company and prepared the description of the role and capabilities required in the person proposed to be appointed as Independent Director of the Company. On the basis of the said description, the Nomination and Remuneration Committee has recommended the appointment of Mr. Rajiv Kapasi as an Independent Director on the Board of the Company.

Pursuant to Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director and the Board is of the opinion that Mr. Kapasi be appointed as an Independent Director for a term upto 5 (five) consecutive years.

Brief Profile of Mr. Rajiv Kapasi is as under:

Mr. Rajiv Kapasi is a practising Chartered Accountant has more than 30 years of experience in Consulting across all Industries in the field of Strategy and M & A ranging from FMCG, Retail, Food and Beverages, Pharmaceuticals, Healthcare, Retail Sector to Infrastructure. The role has entailed him leading on India Entry Consulting, Facilitating Cross-border Transactions, Strategic Planning, Organization Design, Corporate Development and Market Research.

Mr. Rajiv Kapasi is also a Founder & Managing Directors of BMA Capital. As a Founder & Managing Director of BMA Capital, Mr. Rajiv Kapasi is responsible for spear-heading all projects & operations of the firm domestically and globally. He is the main interface of the firm-client relationship, which reflects his personal commitment of time and energy on all assignments.

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

Mr. Rajiv Kapasi academic career includes a first-class Honours Degree in Commerce from Delhi University and Chartered Accountancy from ICAI, India

Prior to founding BMA Capital, Mr. Rajiv Kapasi was working with a Leading Life sciences company, Jubilant Organosys as Head - Strategy and M & A, as a leader of the M&A team which, completed multiple international cross border M&A transactions in various fields. Prior to his corporate experience, He worked in leading consulting firms like Arthur Andersen, Ernst & Young in New Delhi, Mumbai and Chicago, where he led several projects of risk consulting, market entry strategy, transaction advisory, operational strategy with wide experience with clients like Coca cola, Moser baer, Aventis, Barista, Dominos, Indian Oil, Pepsi.

Mr. Rajiv Kapasi currently sits on the Board of few companies and in past he has served as Independent Director on the Board of Andhra Pradesh Paper Mills Limited and has been instrumental in advising the company on their long-term strategy. Extremely well networked and enjoys a very high-profile leadership position within India Inc, and participated as speaker and spoken at various events organized by various forums like - Frost and Sullivan and CII.

The Company has received the following from Mr. Kapasi –

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- (ii) Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.
- (iii) Declaration that he is not nor debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.
- (iv) Declaration that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 17A of the SEBI (LODR) Regulations, 2015.
- (v) A confirmation that 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 as an Independent Director of the Company and
- (vi) A confirmation regarding registration on the Independent Directors databank as regulated by the Indian Institute of Corporate Affairs (IICA) in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Based on the declaration received from Mr. Kapasi the Board is of the opinion that Mr. Kapasi fulfills the criteria of being appointed as an Independent Director as stipulated in Section 149(6) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and applicable provisions of Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is also of the opinion that the proposed Director is independent of the management.

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

Mr. Kapasi, shall be entitled to receive sitting fees, for attending the Board Meeting (including all Committees thereof), as being paid to other Non-Executive Directors (including Independent Directors) of the Company.

A copy of the draft appointment letter, setting out his terms and conditions of appointment would be available for inspection, without any fees, by the members at the company's registered office during normal hours on working days until the last date of the e-voting through Postal Ballot process.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mr. Kapasi as an Independent Director on the Board of the Company. Accordingly, a brief resume of Mr. Kapasi, 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 interse, 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".

Accordingly, the Board of Directors recommends for approval of the shareholders the appointment of Mr. Rajiv Kapasi as an Independent Director of the Company on such terms that he shall continue to hold office as non-rotational Independent Director for a term of 5(five) consecutive years, with effect from 20th September, 2024.

Other than Mr. Rajiv Kapasi and his relatives, to the extent of their shareholding interest, if any, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out in item no. 2 of the accompanying Notice.

The Board recommends the resolution set forth in item no. 2, for the approval of members as a Special Resolution.

Place: Kolkata
Date: 05.11.2024

By Order of the Board
For The Peria Karamalai Tea & Produce Co. Ltd.
SD/-
Saurav Singhania
Company Secretary
Membership No – A27227



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

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)

Name of Director and DIN	Mr. Amitav Kothari (DIN: 01097705)	Mr. Rajiv Kapasi (DIN: 02208714)
Age / Date of Birth	72 Years /10.12.1952	49 Years/06.01.1975
Date of First Appointment on the Board	20.09.2024	20.09.2024
Expertise in Specific functional areas	Mr. Amitav Kothari is a Practicing Chartered Accountant since the year 1975. He is an expert in the fields of Banking, Financial services, Tax Planning & Representations, Corporate Law & Foreign Collaboration.	Mr. Rajiv Kapasi is a Practising Chartered Accountant has more than 30 years of experience in Consulting across all Industries in the field of Strategy and M & A ranging from FMCG, Retail, Food and Beverages, Pharmaceuticals, Healthcare, Retail Sector to Infrastructure
Qualifications	M. Com., LL.B., FICA, FCA	B. Com (Hons.), CA.
Terms and condition of appointment/ re-appointment.	Refer Item No.1 of the explanatory statement	Refer Item No.2 of the explanatory statement
Remuneration last drawn by such person, if applicable	Not Applicable	Not Applicable
List of outside directorship held excluding alternate directorship	NIL	1. Maharaja Shree Umaid Mills Limited. 2. Sidhidata Solar Urja Limited 3. Sidhidata Tradecomm Limited 4. Amalgamated Development Ltd 5. Iota Mtech Limited
Listed entities from which the Director has resigned from Directorship in last 3(years)	1. Kiran Vyapar Limited 2. Kanoria Chemicals & Industries Ltd 3. West Coast Paper Mills Limited	Kiran Vyapar Limited

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

Chairman/ Member of the Committees of the Board of Directors of the Company	Chairman of Audit Committee and Member of Nomination and Remuneration Committee	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee
Chairman/ Member of the Committees of the Board of Directors of other companies in which he is a director	NIL	<ol style="list-style-type: none">1. Maharaja Shree Umaid Mills Limited – Chairman of Audit Committee and Member of Stakeholders Relationship Committee and Nomination and Remuneration Committee.2. Sidhidata Solar Urja Limited- Member of Audit Committee and Nomination and Remuneration Committee.3. Sidhidata Tradecomm Limited- Member of Audit Committee and Nomination and Remuneration Committee.4. IOTA Mtech Limited- Member of Audit Committee and Nomination and Remuneration Committee.5. Amalgamated Development Limited- Member of Audit Committee and Nomination and Remuneration Committee.

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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



THE PERIA KARAMALAI TEA & PRODUCE CO LTD

Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Item No.1 of the explanatory statement.	Refer Item No.2 of the explanatory statement
No. of Equity shares held in the Company including shareholding as a beneficial owner.	NIL	NIL
Details of remuneration sought to be paid	Refer Item No.1 of the explanatory statement.	Refer Item No.2 of the explanatory statement
Number of Board Meetings attended during FY 2024-25	1	1
Inter-relationship with other Directors, Manager and other Key Managerial Persons of the Company	None	None

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

CIN: L01132WB1913PLC220832 Email: periatea@lnbgroup.com website: www.periatea.com

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