



THE PERIA KARAMALAI TEA & PRODUCE CO LTD.

16.06.2023

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

SUB: Minutes of Special Resolution passed by way of Postal Ballot through remote e voting process in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is further to our letter dated May 23,2023 regarding submission of Proceedings of the Postal Ballot Results, Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report on the Special Resolution passed by the members of the Company.

In this connection, we are enclosing herewith copy of Minutes of the proceedings relating to declaration of results of Postal Ballot by remote e-voting.

You are requested to please take the information on your record.

Thanking You,

Yours Faithfully,

For The Peria Karamalai Tea & Produce Co Ltd

Saurav Singhania
Company Secretary

Encl: As above

L N B A N G U R G R O U P O F C O M P A N I E S



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

MINUTES OF THE PROCEEDINGS OF MEETING PASSED THROUGH POSTAL BALLOT BY WAY OF REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON SUNDAY, 21ST MAY, 2023, RESULTS OF WHICH WERE DECLARED ON TUESDAY, 23RD MAY, 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT 7, MUNSHI PREMCHAND SARANI, HASTINGS, KOLKATA - 700022

The Board of Directors of the Company at its meeting held on Friday, 14th April 2023, had proposed to conduct a Postal Ballot pursuant to the provisions 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), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 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 and General Circular No. 11/2022 dated 28th December, 2022 ("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 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') seeking consent of its Members for the Special Business, which was proposed to be passed as a Special Resolution as mentioned below by way of Postal Ballot Process through remote e-voting. ("Postal Ballot/"E-voting").

1. **Special Resolution:** Re- Appointment of Mr. Ashok Kumar Bhargava as an Independent Non-Executive Director.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations & Disclosures Requirements), Regulation 2015, the Company had provided e-voting facility to all Members who were members as on the cut-off date i.e. 14th April, 2023 and appointed Central Depository Services (India) Limited (CDSL) as an agency to provide the e-voting platform. The Company had completed the dispatch of the Postal Ballot Notice to the Members on 21st April, 2023 and the e-voting period commenced from Saturday, 22nd April, 2023 (9.00 a.m.) and ended on Sunday, 21st May, 2023 (5.00 p.m.).

The Board of Directors had appointed M/s Vinod Kothari & Company, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner. The deemed date of the passing the special resolution is the last date of closure of e-voting process i.e. 21st May 2023.

The Company has published newspaper advertisement in the Business Standard (English Edition) and Ekdin (Bengali Edition) on 22nd April, 2023 about the completion of dispatch of Postal Ballot Notice.

CHAIRMAN'S
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After due scrutiny of all the e-voting confirmations received till Sunday, 21st May, 2023, last date of closure of e-voting, M/s Vinod Kothari & Company, Scrutinizer submitted the report dated 23rd May, 2023 and the result was declared on Tuesday, 23rd May, 2023 at the Registered Office of the Company at 7, Munshi Premchand Sarani, Kolkata - 700022.

Based on the Scrutinizers Report, the Resolution given in the Postal Ballot Notice dated April 14, 2023, as sent to the Members and as reproduced hereunder, was passed by requisite majority:

SPECIAL BUSINESS:

ITEM NO. 1: RE- APPOINTMENT OF MR. ASHOK KUMAR BHARGAVA AS AN INDEPENDENT NON EXECUTIVE DIRECTOR

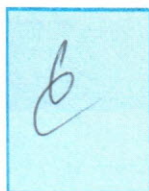
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Ashok Kumar Bhargava [DIN: 00640248], Independent Non-Executive Director of the Company in respect of whom the Company has received requisite declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby reappointed as Independent Non- Executive Director of the Company for a second term of 5 (five) consecutive years with effect from 8th May, 2023 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/ or the Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto".

The detailed consolidated results of the remote e-voting in respect of business contained in the Notice of Postal Ballot dated 14th April, 2023 and as per the Scrutinizers Report dated May 23, 2023 is as follows:

Item No. 1: RE- APPOINTMENT OF MR. ASHOK KUMAR BHARGAVA AS AN INDEPENDENT NON- EXECUTIVE DIRECTOR								
Resolution required : (Ordinary/Special)							Special Resolution	
Whether promoter/promoter group are interested in the agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=	(4)	(5)	6)=[(4)/(2)*100]	7)=[(5)/(2)*100]

CHAIRMAN'S INITIALS



MINUTE BOOK



				$\frac{[(2)/(1)*100]}{0}$				
Promoter and Promoter Group	E-Voting	1886377	1886377	100.000	1886377	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		1886377	1886377	100.000	1886377	0	100
Public Institutions	E-Voting	137236	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		137236	0	0	0	0	0
Public Non Institutions	E-Voting	1072266	46909	4.375	46880	29	99.938	0.0618
	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total		1072266	46909	4.375	46880	29	99.938
Total		3095879	1933286	62.447	1933257	29	99.998	0.002

Hence, the Special Resolution as set forth in Item No. 1 of Postal Ballot Notice dated April 14, 2023 had been passed by the Shareholders with requisite majority on the last date of voting i.e Sunday, May 21st, 2023.

Date of Entry: 10.06.2023

Place: Kolkata

Chairman

13.06.2023

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