



THE PERIA KARAMALAI TEA & PRODUCE CO LTD.

20.12.2024

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 Postal Ballot

Re: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is further to our letter dated December 17, 2024 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 minutes of the resolutions passed by way of Postal Ballot through remote e-voting process by the shareholders of the Company as set out in the Postal Ballot Notice dated 5th November 2024. The results of the Postal Ballot were declared on 17th December 2024.

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
M No A27227

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 RESOLUTIONS PASSED THROUGH POSTAL BALLOT BY WAY OF REMOTE E-VOTING PROCESS BY MEMBERS OF THE PERIA KARAMALAI TEA & PRODUCE COMPANY LIMITED ON FRIDAY, 13TH DECEMBER, 2024, RESULTS OF WHICH WERE DECLARED ON TUESDAY, 17TH DECEMBER, 2024 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 Tuesday, 5th November, 2024, 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. 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 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 Businesses, 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:** Appointment of Mr. Amitav Kothari (DIN: 01097705) as an Independent - Non-Executive Director.
2. **SPECIAL RESOLUTION:** Appointment of Mr. Rajiv Kapasi (DIN: 02208714) 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 its Members whose names appeared 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"). The Company had appointed Central Depository Services (India) Limited (CDSL) as an authorized e-voting agency to provide the e-voting platform for facilitating voting through electronic means. The Company had completed the dispatch of the Postal Ballot Notice to the Members on 13th November, 2024 and the e-voting period commenced from Thursday, 14th November, 2024 (9.00 a.m.) and ended on Friday, 15th December, 2024 (5.00 p.m.).

CHAIRMAN'S
INITIALS



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 Resolutions was the last date of closure of e-voting process i.e. Friday, 13th December 2024.

The Company has published newspaper advertisement in the Business Standard (English All India Edition) and Ekdin (Bengali Edition) on 14th November, 2024 about the completion of dispatch of Postal Ballot Notice to the members of the Company.

After due scrutiny of all the e-voting confirmations received till 05:00 P.M. on Friday, 13th December, 2024, last date of closure of e-voting, M/s Vinod Kothari & Company, Scrutinizer submitted the report dated 17th December, 2024 and the result was declared on Tuesday, 17th December, 2024 at the Registered Office of the Company at 7, Munshi Premchand Sarani, Kolkata - 700022.

Based on the Scrutinizers Report, the resolutions given in the Postal Ballot Notice dated November 5, 2024, as sent to the Members and as reproduced hereunder, have been passed by requisite majority:

SPECIAL BUSINESS:

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

"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.

CHAIRMAN'S
INITIALS



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.”

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

"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.

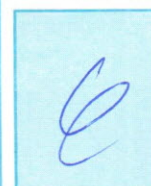
RESOLVED FURTHER THAT Mr. Rajiv Kapasi, shall be entitled to receive sitting fees, for attending the Board Meeting (including Committees thereof), as being paid to other Non-Executive Directors of the Company.

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.”

The detailed consolidated results of the remote e-voting in respect of businesses contained in the Notice of Postal Ballot dated 5th November, 2024 and as per the Scrutinizers Report dated 17th November, 2024 is as follows:

Item No. 1: APPOINTMENT OF MR. AMITAV KOTHARI (DIN: 01097705) 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) = [(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]
Promoter and	E-Voting	1941612	1941612	100.0000	1941612	0	100	0

CHAIRMAN'S INITIALS



MINUTE BOOK



Promoter Group	Poll		0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1941612	1941612	100.0000	1941612	0	100	0
Public Institutions	E-Voting		0	0	0	0	0	0
	Poll	127077	0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	127077	0	0	0	0	0	0
Public Non Institutions	E-Voting		58519	5.6970	47148	11371	80.5687	19.4313
	Poll	1027190	0	0	0	0	0	0
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	N.A
	Total	1027190	58519	5.6970	47148	11371	80.5687	19.4313
Total		3095879	2000131	64.6062	1988760	11371	99.4315	0.5685

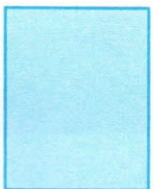
Item No. 2: APPOINTMENT OF MR. RAJIV KAPASI (DIN: 02208714) AS AN INDEPENDENT - NON-EXECUTIVE DIRECTOR.

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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	1941612	1941612	100.0000	1941612	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		1941612	1941612	100.0000	1941612	0	100
Public Institutions	E-Voting	127077	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total		127077	0	0	0	0	0
Public Non Institutions	E-Voting	1027190	58519	5.6970	47218	11301	80.6883	19.3117
	Poll		0	0	0	0	0	
	Postal Ballot		N.A	N.A	N.A	N.A	N.A	
	Total		1027190	58519	5.6970	47218	11301	80.6883
Total		3095879	2000131	64.6062	1988830	11301	99.4350	0.5650

Hence, the Special Resolutions as set forth in Item No. 1 & 2 of Postal Ballot Notice dated 5th November, 2024 had been passed by the Shareholders with requisite majority on the last date of e-voting i.e Friday, 13th December, 2024.

CHAIRMAN'S INITIALS



Date of Entry: 20.12.2024

Chairman
20.12.2024