



THE PERIA KARAMALAI TEA & PRODUCE CO LTD.

23.09.2019

✓ 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

The Listing Department
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata – 700001
Scrip Code: 10026140

Dear Sir/Madam,

SUB: MINUTES OF PROCEEDINGS OF 106TH ANNUAL GENERAL MEETING OF THE COMPANY

Please find enclosed herewith Minutes of the Proceedings of the 106th Annual General Meeting of the Company held on Monday, the 9th day of September, 2019.

This is for your information and records.

Thanking You,
Yours faithfully,

For The Peria Karamalai Tea & Produce Co. Ltd.

Saurav Singhania
Saurav Singhania
Company Secretary



Encl:A/a

LN BANGUR GROUP OF COMPANIES



REGISTERED OFFICE

7, Munshi Premchand Sarani, Hastings, Kolkata - 700 022,
India L : +91 033 22230016 / 18 | F : +91 33 22231569

CORPORATE ADDRESS

3rd Floor, Uptown Banjara, Road No 3, Banjara Hills, Hyderabad
500 034, India L : +91 40 47861111 F : +91 40 23553358

MINUTES OF THE PROCEEDINGS OF THE 106TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE PERIA KARAMALAI TEA & PRODUCE COMPANY LIMITED HELD AT FAR PAVILLION, THE TOLLYGUNGE CLUB LIMITED, 120, DESHPRAN SASMAL ROAD, KOLKATA- 700033 ON MONDAY, THE 9TH DAY OF SEPTEMBER, 2019 COMMENCED AT 11:00 A.M. AND CONCLUDED AT 12.30 P.M.

DIRECTORS & KMPS

- | | |
|-----------------------------|---|
| 1. Mr. Lakshmi Niwas Bangur | Chairman of the Company and Chairman of Stakeholders Relationship Committee and Authorized Representative of Chairman of Audit Committee & Nomination and Remuneration Committee. |
| 2. Mrs. Alka Devi Bangur | Managing Director |
| 3. Mr. Shreeyash Bangur | Deputy Managing Director |
| 4. Mr. H M Parekh | Independent Director |
| 5. Mr. Ashok Kumar Bhargava | Independent Director |
| 6. Mr. S K Singh | Chief Executive Officer |
| 7. Mr. Saurav Singhania | Company Secretary |

INVITEE

Mr. Arun Kumar Maitra
Ms. Smriti Wadehra
Ms. Dibisha Mishra

– On behalf of Vinod Kothari & Co., Practising Company Secretaries, Scrutinizer of the Company and Authorized Representative of Secretarial Auditors.

As requested, exemption from attending the Annual General Meeting was granted to M/s Srikishen & Co., Chartered Accountants, Statutory Auditors of the Company.

MEMBERS PRESENT

44(Forty four) members were present in person including Authorized Representatives and 46 (Forty Six) members holding 137 shares were present by proxy, as recorded in the Attendance Register.

QUORUM

The requisite quorum was present throughout the meeting as per Section 103 of the Companies Act, 2013.

Mr. Lakshmi Niwas Bangur, Chairman, took the Chair and welcomed the shareholders present in the meeting.

He informed the shareholders that Mr. N. Swaminathan and Mr. P R Ramakrishnan, Directors of the Company conveyed their inability to attend the meeting due to certain personal reasons and preoccupations. He further stated that Mr. P R Ramakrishnan, Chairman of the Audit Committee and Nomination & Remuneration Committee had authorized him to attend the meeting on his behalf in accordance with the Companies Act, 2013 (hereinafter referred to as the "Act") and Secretarial Standards.

The Chairman welcomed the shareholders to the 106th Annual General Meeting of the Company. In his Speech, he highlighted the overall performance of the Indian economy, Industrial Scenario and also performance of the Company during the financial year ended 31st March, 2019.

The Chairman announced that the Statement of Profit and Loss for the financial year ended 31st March, 2019, the Balance Sheet as at that date, the Auditors' Report on the Accounts of the Company, the Directors' Report thereon, and all other documents annexed or attached to the Balance Sheet as at 31st March, 2019, the Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts and the Register of Proxies were laid before the Meeting and remained open and

CHAIRMAN'S
INITIALS



accessible for inspection during the continuance of the Meeting.

The Chairman informed that there are no qualifications, observations or comments on financial transactions or matters, which have adverse effect on the functioning of the Company mentioned in the auditors' report on the financial accounts for the year ended 31st March, 2019 and the observations or comments on Secretarial Audit Report attached in the Annual Report are self-explanatory. The same were taken as read with the consent of the members present at the Meeting.

Thereafter, the Chairman stated that in Compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Clause 7.2 of Secretarial Standard on General Meeting (SS-2) and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company has provided its members the facility of 'remote e-voting' to exercise their right to vote in respect to all the businesses proposed to be transacted at the 106th Annual General Meeting (AGM) by electronic means through E-voting Services provided by Central Depository Services (India) Limited (CDSL).

The procedure and instructions of remote e-voting along with the User Id and password had been provided to the members along with the Notice of the Meeting. The period of remote e-voting commenced on Friday, 6th September, 2019 at 10.00 A.M. and closed on Sunday, 8th September, 2019 at 5.00 P.M.

He informed that those Members who had not cast their votes by remote e-voting had been given the facility to cast their votes through Polling Papers at the venue of the Meeting.

The Chairman further stated that, M/s Vinod Kothari & Company, Practicing Company Secretaries, are the Scrutinizer to scrutinize the remote e-voting process and the voting through Ballot/Polling paper in a fair and transparent manner.

The Chairman, thereafter, moved the Resolutions in respect of the items on the Agenda of the Meeting, as follows:-

ORDINARY BUSINESS

Item No. 1

Adoption of Standalone and Consolidated Annual Audited Financial Statements for the year ended 31st March, 2019 including the Balance Sheet as at 31st March, 2019 and Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.

Mr. T. K. Dutta proposed and Mr. A. Roy seconded, that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED THAT the Directors Report with annexures attached thereto; the Standalone and Consolidated Audited Balance Sheet as at 31st March, 2019 and Standalone and Consolidated Statement of Profit & Loss for the year ended on 31st March, 2019, Cash flow Statement and Statement of changes in equity along with all Schedules and notes annexed thereto; the Report on Corporate Governance; the additional information appended to the Annual Accounts and all details contained in the Annual Report of the Company for the Financial Year 2018-2019 as circulated amongst the members and as placed before the Annual General Meeting of the members of the Company, be and is hereby approved and adopted."

Thereafter, the Chairman invited queries if any. The members of the Company put forth queries w.r.t aforesaid agenda which were answered to their satisfaction by the Chairman.

Item No. 2

Declaration of Dividend of Equity shares for the year ended 31st March, 2019.

Mr. T. K. Dutta proposed and Mr. J. Bakshi seconded, that the following resolution be adopted as an Ordinary Resolution:

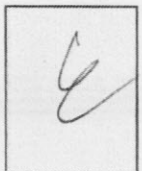
"RESOLVED THAT as per recommendation made by the Board of Directors of the Company in respect of Dividend, the declaration and payment of Dividend @ Rs. 0.75/- per share on 30,95,879 Equity Shares of Rs.10/- each held in Company by the members whose name appear on the Register of Members as on 2nd September, 2019 be and is hereby approved."

Item No. 3

Re-appointment of Mr. Shreyash Bangur (DIN: 00012825) as a Director of the Company

Mr. A K Pal proposed and Mr. A. Roy seconded, that the following resolution be adopted as an Ordinary Resolution:

CHAIRMAN'S
INITIALS



"RESOLVED THAT Mr. Shreeyash Bangur (DIN: 00012825), Director of the Company, who retires by rotation and being eligible for re-appointment and having offered himself for reappointment as a Director, be and is hereby re-appointed as a Director of the Company."

Item No. 4

Ratification of the Appointment of Statutory Auditors of the Company.

Mr. S.K. Mondal proposed and Mr. B. Mandal seconded that the following resolution be adopted as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. Srikishen & Co., Chartered Accountants (Firm Registration No. 004009S), Statutory Auditors of the Company be and is hereby ratified as Statutory Auditors for the financial year 2019-20, to hold office from the conclusion of this Annual General Meeting till the Conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee."

SPECIAL BUSINESS

Item No. 5

Re-appointment of Mr. Harischandra Maneklal Parekh (DIN: 00026530) as an Independent Non- Executive Director.

Mr. A. Das proposed and Mr. T. K. Dutta seconded that the following resolution be adopted as a Special Resolution:

"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) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Harischandra Maneklal Parekh [DIN: 00026530], 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 has attended the age of seventy five years and who is eligible for reappointment, be and is hereby appointed as Independent Non-Executive Director of the Company for a second term of five consecutive years with effect from 22nd September, 2019 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".

Item No. 6

Re-appointment of Mr. Narasimhan Swaminathan (DIN: 02743671) as an Independent Non-Executive Director.

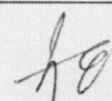
Mr. B. Mondal proposed and Mr. M P Bhabhra seconded that the following resolution be adopted as a Special Resolution:

"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) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Narasimhan Swaminathan [DIN: 02743671], 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 has attended the age of seventy five years and who is eligible for reappointment, be and is hereby appointed as Independent Non-Executive Director of the Company for a second term of five consecutive years with effect from 22nd September, 2019 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".

Item No. 7

CHAIRMAN'S
INITIALS



Re-appointment of Mr. Pudugramam Ramachandran Ramakrishnan (DIN: 02715749) as an Independent Non-Executive Director

Mr. J. Bakshi proposed and Mr. A K Pal seconded that the following resolution be adopted as a Special Resolution:

"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, Mr. Pudugramam Ramachandran Ramakrishnan [DIN: 02715749], 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 appointed as Independent Non-Executive Director of the Company for a second term of five consecutive years with effect from 22nd September, 2019 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".

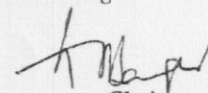
Since the above stated resolutions were proposed and seconded, the Chairman announced the commencement of voting through ballot/polling papers on all the resolutions forming part of the Notice. Thereafter the Chairman handed over the ballot process to the Scrutinizer and requested the Scrutinizer to start the ballot process. The Scrutinizer thereafter conducted the ballot process. Polling Papers were distributed thereafter by the Scrutinizer and the Chairman announced commencement of voting on the resolutions as per Agenda Items by use of such Polling Papers. At the request of the Chairman, the Scrutinizer, locked and sealed the empty ballot box and thereafter conducted the voting process. After ensuring that the Members participating in the voting process had casted their votes, the Scrutinizer closed the ballot box and took custody of the same.

The Chairman stated that the consolidated results of remote e-voting and ballot process will be declared within a period not exceeding 48 hours from the conclusion of the meeting. The result will be placed on the website of the Company, CDSL and also be communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. NSE and CSE immediately after the declaration of result by the Chairman or a person authorized by him. All the items of the agenda have been transacted, the Chairman concluded the meeting by expressing thanks to all the members present.

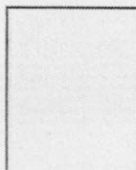
The Scrutinizers report dated September 10, 2019, inter alia containing the consolidated result of the remote e-voting and ballot process at the meeting was presented to the Chairman, in terms of which all the resolutions were approved by the requisite majority. The said consolidated results, as annexed was declared by the Company on September 10, 2019 and was posted on the website of the Company, CDSL and also communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. NSE and CSE.

The Chairman thereby announced the formal closure of the 106th Annual General Meeting

Place: Kolkata
Date of Entry: 23.09.2019


Chairman
DIN:00012617

CHAIRMAN'S
INITIALS



Annexure

The detailed consolidated results of the remote e-voting and poll of all the resolutions in respect of all items of business as contained in the Notice of the 106th AGM and as per the Scrutinizers Report dated September 10, 2019 is as follows:

a) Resolution 1: To receive, consider and adopt:

- The Annual Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- The Annual Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 including the Audited Balance Sheet as at March 31, 2019 and Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon.

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	1496390	1496390	100.00	1496390	0	100.00	0
Public-Institutions	E-Voting	389475	205420	52.743	205420	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	389475	205420	52.743	205420	0	100.00	0
Public-Non Institutions	E-Voting	1210014	29	0.002	0	29	0	100
	Poll		18092	1.495	18092	0	100.00	0
	Total	1210014	18121	1.497	18092	29	99.840	0.160
Total		3095879	1719931	55.555	1719902	29	99.998	0.002

CHAIRMAN'S INITIALS



MINUTE BOOK



- b) Resolution 2: To declare dividend on Equity Shares for the financial year ended 31st March, 2019.

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		1496390	100.00	1496390	0	100.00	0
Public-Institutions	E-Voting	389475	205420	52.743	205420	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		205420	52.743	205420	0	100.00	0
Public-Non Institutions	E-Voting	1210014	29	0.002	29	0	100.00	0
	Poll		18092	1.495	18092	0	100.00	0
	Total		18121	1.497	18121	0	100.00	0
Total		3095879	1719931	55.555	1719931	0	100.00	0

- c) Resolution 3: To appoint a Director in place of Mr. Shreeyash Bangur (DIN 00012825), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0

CHAIRMAN'S INITIALS

Promoter Group	Poll		0	0	0	0	0	0
	Total	1496390	1496390	100.00	1496390	0	100.00	0
Public-Institutions	E-Voting	389475	205420	52.743	205420	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	389475	205420	52.743	205420	0	100.00	0
Public-Non Institutions	E-Voting	1210014	29	0.002	0	29	0	100.00
	Poll		18092	1.495	18092	0	100.00	0
	Total	1210014	18121	1.497	18092	29	99.840	0.160
Total		3095879	1719931	55.555	1719902	29	99.998	0.002

- d) Resolution 4: To ratify the appointment of M/s Srikishen & Co., Chartered Accountants (Firm Registration No. 004009S) as Statutory Auditors of the Company for the Financial Year 2019-20 and to fix their remuneration and in this Connection to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s Srikishen & Co., Chartered Accountants (Firm Registration No.004009S) Statutory Auditors of the Company be and is hereby ratified as Statutory Auditors for the financial year 2019-20, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company based on recommendations of the Audit Committee.”

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	1496390	1496390	100.00	1496390	0	100.00	0
Public-Institutions	E-Voting	389475	205420	52.743	205420	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	389475	205420	52.743	205420	0	100.00	0
Public-Non Institutions	E-Voting	1210014	29	0.002	0	29	0	100.00
	Poll		18092	1.495	18092	0	100.00	0
	Total	1210014	18121	1.497	18092	29	99.840	0.160
Total		3095879	1719931	55.555	1719902	29	99.998	0.002

CHAIRMAN'S INITIALS



MINUTE BOOK

- e) **Resolution 5: Re-appointment of Mr. Harischandra Maneklal Parekh as an Independent Non-Executive Director and in this connection to consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 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) and 17(1A) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Harischandra Maneklal Parekh [DIN:00026530], 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 has attained the age of seventy five years and who is eligible for reappointment, be and is hereby appointed as Independent Non- Executive Director of the Company for a second term of five consecutive years with effect from 22nd September, 2019 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".

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	N o. of V otes – ag ai ns t (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes again st on votes polled (7)=[(5)/(2)]*100
Promote rand Promote r Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		1496390	100.00	1496390	0	100.00	0
Public-Instituti ons	E-Voting	389475	205420	52.743	205420	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		205420	52.743	205420	0	100.00	0
Public-Non Instituti ons	E-Voting	1210014	29	0.002	0	29	0	100.00
	Poll		18092	1.495	18061	31	99.829	0.171
	Total		18121	1.497	18061	60	99.669	0.331
Total		3095879	1719931	55.555	1719871	60	99.997	0.003

- f) **Resolution 6: Re-appointment of Mr. Narasimhan Swaminathan as an Independent Non-Executive Director and in this connection to consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and relevant rules made thereunder (including any

CHAIRMAN'S
INITIALS

6

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) and 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Narasimhan Swaminathan [DIN: 02743671], 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 has attended the age of seventy five years and who is eligible for reappointment, be and is hereby appointed as Independent Non-Executive Director of the Company for a second term of five consecutive years with effect from 22nd September, 2019 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".

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	1496390	1496390	100.00	1496390	0	100.00	0
Public-Institutions	E-Voting	389475	205420	52.743	205420	0	100.00	0
	Poll		0	0	0	0	0	0
	Total	389475	205420	52.743	205420	0	100.00	0
Public-Non Institutions	E-Voting	1210014	29	0.002	0	29	0	100.00
	Poll		18092	1.495	18061	31	99.829	0.171
	Total	1210014	18121	1.497	18061	60	99.669	0.331
Total		3095879	1719931	55.555	1719871	60	99.997	0.003

- g) Resolution 7: Re-appointment of Mr. Pudugramam Ramachandran Ramakrishnan as an Independent Non-Executive Director and in this connection to consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 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, Mr. Pudugramam Ramachandran Ramakrishnan [DIN: 02715749], 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 appointed as

CHAIRMAN'S
INITIALS



MINUTE BOOK



Independent Non-Executive Director of the Company for a second term of five consecutive years with effect from 22nd September, 2019 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".

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1496390	1496390	100.00	1496390	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		1496390	100.00	1496390	0	100.00	0
Public-Institutions	E-Voting	389475	205420	52.743	205420	0	100.00	0
	Poll		0	0	0	0	0	0
	Total		205420	52.743	205420	0	100.00	0
Public-Non Institutions	E-Voting	1210014	29	0.002	0	29	0	100.00
	Poll		18092	1.495	18061	31	99.829	0.171
	Total		18121	1.497	18061	60	99.669	0.331
Total		3095879	1719931	55.555	1719871	60	99.997	0.003

All the above Resolutions were passed with requisite majority.

Place: Kolkata
Date of Entry: 23.09.2019

Chairman
DIN: 00012617

CHAIRMAN'S
INITIALS