



THE PERIA KARAMALAI TEA & PRODUCE CO LTD.

25.09.2021

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

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

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

Dear Sir/Madam,

This is further to our letter dated August 31, 2021 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


Lakshmi Niwas Bangur
Director
DIN: 00012617
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

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MINUTES OF THE PROCEEDINGS OF MEETING PASSED THROUGH POSTAL BALLOT BY WAY OF REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON SATURDAY, 28TH AUGUST, 2021, RESULTS OF WHICH WERE DECLARED ON TUESDAY, 31ST AUGUST, 2021 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, 11th June 2021, 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 and General Circular No. 39/2020 dated 31st December, 2020 ("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, 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:** For approval to make investments, give loans, guarantees and provide securities under Section 186 of the Companies Act, 2013.

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. 23rd July, 2021 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 29th July, 2021 and the e-voting period commenced from Friday, 30th July 2021 (9.00 a.m.) and ended on Saturday, 28th August 2021 (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 last date of closure of e-voting process i.e. 28th August 2021.

The Company has published newspaper advertisement in the Business Standard (English Edition) and Ekdin (Bengali Edition) on 30th July, 2021 about the completion of dispatch of Postal Ballot Notice.

CHAIRMAN'S
INITIALS



After due scrutiny of all the e-voting confirmations received till Saturday, 28th August 2021, M/s Vinod Kothari & Company, Scrutinizer submitted the report dated 31st August, 2021 and the result was declared by Mr. Lakshmi Niwas Bangur, Chairman of the Company, on Tuesday, 31st August, 2021 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 Notice dated June 11, 2021, as sent to the Members and as reproduced hereunder, was passed by requisite majority:

SPECIAL BUSINESS:

ITEM NO. 1: TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute/ authorise for this purpose or any person(s) authorized by the Board), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 200 Crores (Rupees Two Hundred Crores only) which may, however, be over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

CHAIRMAN'S
INITIALS



The detailed consolidated results of the remote e-voting in respect of business contained in the Notice of Postal Ballot dated 11th June, 2021 and as per the Scrutinizers Report dated August 31, 2021 is as follows:

Item No. 1: To make Investments, Give Loans, Guarantees and Provide Securities under Section 186 of the Companies Act, 2013								
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 Promoter Group	E-Voting	1674675	1632301	97.470	1632301	0	100	0
	Poll		0	0	0	0	0	0
	Total		1632301	97.470	1632301	0	100	0
Public Institutions	E-Voting	322048	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	1099156	33369	3.036	19645	13724	58.872	41.128
	Poll		0	0	0	0	0	0
	Total		33369	3.036	19645	13724	58.872	41.128
Total		3095879	1665670	53.803	1651946	13724	99.176	0.824

Hence, the Special Resolution as set forth in Item No. 1 of Postal Ballot Notice dated June 11, 2021 had been passed by the Shareholders with requisite majority on the last date of voting that is Saturday, August 28, 2021.



Chairman

Date of Entry: 25.09.2021

Place: Kolkata

CHAIRMAN'S INITIALS

