THE PERIA KARAMALAI TEA & PRODUCE CO LTD.

CERTIFED COPY OF THE PROCEEDINGS OF THE 100th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON WEDNESDAY, THE 7th AUGUST 2013 AT 10.30 A.M. AT HOTEL THE RESIDENCY, 1046, AVINASHI ROAD, COIMBATORE – 641 018.

Members Present

In Person	:	324
Proxy	:	70
Under Section 187	:	8

Authorization under Section 187 numbering 8 representing 13,88,661 shares were received.

Shri L.N.Bangur, took the Chair.

Shri P.R.Ramakrishnan, Chairman of the Audit Committee was present at the meeting.

The Chairman ascertained that the requisite quorum was present.

The Chairman announced that the Register of Directors' Shareholdings kept pursuant to Section 307 of the Companies Act, 1956 was on the table and was available for inspection by the members at any time during the meeting.

The Chairman requested permission of the Shareholders present to take the notice convening the meeting as read and this was approved unanimously.

The Auditors' Report for the year ended 31st March 2013 was read by Shri Murali Mohan.

The Chairman then addressed the meeting.

1. **Adoption of Accounts**

   The Chairman then moved the following resolution.

   "**RESOLVED** that the Directors' Report, Auditors Report, Balance Sheet and Statement of Profit & Loss for the year ended 31st March 2013 be and the same are hereby received and adopted"

THE PERIAKARAMALAI TEA & PRODUCE CO. LTD. COIMBATORE

LNB GROUP
REGISTERED OFFICE
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ESTATE OFFICE
Karamalai Group, Karamalai Bazzar (PO), Valparai-642130, Coimbatore Dist. L.+91 4253-222440/221135 | F +91 4253-221167

Before putting the resolution for adoption, the Chairman informed that he would be happy to deal with any questions on the Report and Accounts.

Some clarification on certain items in the accounts sought by members present was suitably replied by the Chairman.

Seconded by Shri Ayyappan

The resolution was put to vote and it was declared carried unanimously by show of hands as Ordinary Resolution.

2. **Dividend**

The Chairman moved the following resolution.

"RESOLVED that a dividend of Rs.2 per share on the equity share capital for the year ended 31st March 2013 be and is hereby declared for payment to those members whose names appear on the Register of Members of the Company on 7th August 2013 and in respect of shares held in electronic form, dividend will be paid on the basis of beneficial ownership of the shares as on the closing business hours on 1st August 2013 as per details furnished by M/s. National Securities Depository Limited and Central Depository Services (India) Limited for this purpose."

Seconded by Shri Duraiswamy

The resolution was put to vote and it was declared carried unanimously by show of hands as Ordinary Resolution.

3. **Election of Director**

Shri B.R.Bhansali moved the following resolution.

"RESOLVED that Shri.L.N.Bangur be and is hereby re-appointed as Director of the Company."

Seconded by Shri L.Doraiswamy

The resolution was put to vote and it was declared carried unanimously by show of hands as Ordinary Resolution.

THE PERIA KARAMALAI TEA & PRODUCE CO. LTD. COIMBATORE

4. **Election of Director**

Shri K.R.Ramaswamy moved the following resolution.

"RESOLVED that Shri.P.R.Ramakrishnan be and is hereby re-appointed as Director of the Company."

Seconded by Shri B.R.Bhansali.

The resolution was put to vote and it was declared carried unanimously by show of hands as Ordinary Resolution.

5. **Appointment of Auditors**

The Chairman moved the following resolution.

"RESOLVED that pursuant to provisions of Section 224 and other applicable provisions, if any, of the Companies Act,1956, M/s S. Krishnamoorthy & Co., Chartered Accountants, Coimbatore be and are hereby re-appointed Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration of Rs.1,25,000/- (Rupees one lakh twenty five thousand only) exclusive of service tax plus reimbursement of traveling and other expenses incurred by them for the purpose of audit of our Company's accounts."

Seconded by Shri Jagannathan.

The resolution was put to vote and it was declared carried unanimously by show of hands as Ordinary Resolution.

6. **Appointment of Shri Shreeyash Bangur as Director of the Company.**

Shri Duraiswamy moved the following resolution.

"RESOLVED THAT Shri Shreeyash Bangur who was appointed as additional director at the meeting of the Board of Directors held on 5th November 2012 and who holds office up-to the date of the ensuing Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Shri Shreeyash Bangur as a candidate for the office of Director, be and is hereby appointed as Director of the Company".

THE PERIA KARAMALAI TEA & PRODUCE CO. LTD. COIMBATORE

Seconded by Shri Jagannathan

The resolution was put to vote and it was declared carried unanimously by show of hands as Ordinary Resolution.

7. **Approval of the members to appoint Shri Shreeyash Bangur, as Deputy Managing Director of the Company.**

Shri T.Govindaraj moved the following resolution.

"RESOLVED THAT in accordance with Schedule XIII read with Section 198, 269, 309 and other applicable provisions of the Companies Act, 1956, the consent of the Company be and is hereby given for the appointment of Shri Shreeyash Bangur as Deputy Managing Director of the Company for a period of three years with effect from 5th November 2012 as per the terms and conditions set out in the agreement and also in the Explanatory Statement annexed hereto."

Seconded by Shri B.R.Bhansali.

The resolution was put to vote and it was declared carried unanimously by show of hands as Ordinary Resolution.

There being no other business the meeting terminated with a vote of thanks to the Chair.

THE PERIA KARAMALAI TEA & PRODUCE CO. LTD. COIMBATORE

CERTIFIED TRUE COPY

For THE PERIA KARAMALAI TEA & PRODUCE CO. LTD.

(R.V. SRIDHARAN)
Chief Financial Officer &
Company Secretary