



THE PERIA KARAMALAI TEA AND PRODUCE  
COMPANY LIMITED

103<sup>rd</sup>

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ANNUAL REPORT

2015-2016







## THE PERIA KARAMALAI TEA AND PRODUCE COMPANY LIMITED

Registered Office : "PANCHRATN" 286, Racze Course Road, Coimbatore - 641 018

Phone : 91-422-2221352 Fax : 91-422-2220380

E-mail : periatea@dataone.in Website : www.periatea.com

CIN: L01132TZ1913PLC000350

### CORPORATE INFORMATION

**Board of Directors** : Shri L.N. Bangur - Chairman  
Smt. Alka Bangur - Managing Director  
Shri Shreeyash Bangur - Deputy Managing Director  
Shri R.L. Gaggar  
Shri H.M. Parekh  
Shri P.R. Ramakrishnan  
Shri N. Swaminathan

**Corporate Management Team** : Shri Rohan Jhavar - Principal Executive  
Shri S.K.Singh - Chief Executive Officer  
Shri A.Thiagarajan - Chief Financial Officer  
Shri R.V.Sridharan - Company Secretary

**Statutory Auditors** : M/s. S. Krishnamoorthy & Co  
Chartered Accountants  
ICAI Regn. No. 001496S  
Coimbatore

**Secretarial Auditors** : M.D. Selvaraj  
MDS & Associates  
Company Secretary in Practice Coimbatore

**Bankers** : Union Bank of India  
Yes Bank Limited  
HDFC Bank Limited  
State Bank of India

**Registrar & Share Transfer Agents** : M/s. SKDC Consultants Ltd.  
Kanapathy Towers  
1391/A-1 III Floor  
Sathy Road Ganapathy  
Coimbatore - 641 006  
Tel No. +91 (422) 6549995 2539835 2539836  
Fax No. +91 (422) 2539837  
Email: info@skdc-consultants.com



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## NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 103rd Annual General Meeting of the Company will be held on Friday the 12th August 2016 at 10.15 A.M. at "The Indian Chamber of Commerce & Industry" 732, Avinashi Road, Coimbatore - 641 018 to transact the following business:-

### ORDINARY BUSINESS

1. To receive consider and adopt the audited financial statements including audited Consolidated Financial Statements for the financial year ended 31st March 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March 2016.
3. To appoint a director in place of Shri Shreeyash Bangur (holding DIN 00012825) who retires by rotation and being eligible offers himself for re-appointment.
4. To consider ratification of the appointment of M/s. S.KRISHNAMOORTHY & Co., Chartered Accountants (Firm Registration No.001496S) as Auditors of the Company and in this connection to approve with or without modification(s) the following resolution as an Ordinary Resolution:  
  
"RESOLVED THAT pursuant to Sections 139 142 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) M/s. S.KRISHNAMOORTHY & Co., Chartered Accountants (Firm Registration No.001496S) be and are hereby appointed as the Joint Statutory Auditors of the Company for the financial year 2016-17 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 and shall be jointly and severally responsible with M/s. SRIKISHEN & Co. Chartered Accountants (Firm Registration No. 004009S) the other statutory Auditors"
5. To consider the appointment of M/s. SRIKISHEN & Co., Chartered Accountants (Firm Registration No. 004009S) as the Auditors of the Company and in this connection to approve with or without modification(s) the following resolution as an Ordinary Resolution:  
  
"RESOLVED THAT pursuant to Section 139 142 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). M/s. SRIKISHEN & Co., Chartered Accountants (Firm Registration No. 004009S) be and are hereby appointed as Statutory Auditors of the Company for a term of five financial years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 108th Annual General Meeting of the Company subject to ratification of appointment by the shareholders at every Annual General Meeting after this Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company and shall be jointly and severally responsible with M/s. S.KRISHNAMOORTHY & Co., Chartered Accountants (Firm Registration No.001496S) for the financial year 2016-17"

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to settle any question difficulty or doubt that may arise in giving effect to this resolution and to do all such acts deeds and things as may be necessary expedient and desirable for the purpose of giving effect to this resolution".

By Order of the Board

Kolkata  
30th May 2016.

**R.V. SRIDHARAN**  
Company Secretary

### NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself and the proxy need not be a member of the Company.

The instrument appointing the proxy duly completed must be deposited at the Company's Registered Office not less than 48 hours before

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to settle any question difficulty or doubt that may arise in giving effect to this resolution and to do all such acts deeds and things as may be necessary expedient and desirable for the purpose of giving effect to this resolution".



**the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.**

**A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.**

2. Members/Proxies should bring the attendance slips duly filled and signed to attend the meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
4. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards-2 (SS2) on General Meetings details of directors seeking appointment /reappointment at the Annual General Meeting are furnished which forms part of the notice.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
6. The Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 6th August 2016 to 12th August 2016 (both days inclusive) for payment of dividend.
8. Members holding shares in electronic form may note that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent M/s.SKDC Consultants Limited cannot act on request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. Members holding shares in physical form and desirous of registering bank particulars against their respective folios for payment of dividend are requested to write to the Registrar and Share Transfer Agent of the Company.
9. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form this information should be passed on directly to their respective Depository Participants and not to the Company/RTA.
10. As per the green initiative taken by the Ministry of Corporate Affairs members are advised to register their email address with the Company in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in demat form to enable the Company to serve documents in electronic form.
11. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting so that the required information can be made available at the meeting.
12. The dividend when declared will be paid within a period of 30 days from the date of declaration to those members whose name appears on the Register of Members as on 5th August 2016.
13. 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 5th August 2016 as per details furnished by NSDL and CDSL for this purpose.
14. Members wishing to claim dividends which remain unclaimed are requested to correspond with the Company Secretary/Register and Share Transfer Agents of the Company. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund.
15. Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares.



16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account (s). Members holding shares in physical form can submit their PAN details to the Company or to M/s.SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006
17. Pursuant to the provisions of Section 72 of the Companies Act 2013 Members may file nomination forms in respect of their physical shareholdings. Any members wishing to avail this facility may submit to the Company's Registrar and Share Transfer Agent in the prescribed statutory form. Should any assistance be desired members should get in touch with the Company's Registrar & Share Transfer Agent.
18. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
19. Electronic copy of the Annual Report notice of the Annual General Meeting along with attendance slip and proxy form are being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of annual report and notice for 2015-16 are being sent through the permitted mode.
20. Members may also note that notice of the 103rd Annual General Meeting and the Annual Report 2015-16 will be available on the Company's website [www.periatea.com](http://www.periatea.com). The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on any working day.
21. Members are requested to note that the venue of the 103rd Annual General Meeting is "The Indian Chamber of Commerce & Industry, 732, Avinashi Road, Coimbatore - 641 018 situated opposite to Police Recruits School (PRS) and the route map containing the complete particulars of the venue is attached to this notice.

## 22. Voting through Electronic Means:

- a) Pursuant to the provisions of Section 108 of the Companies Act 2013 read Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 103rd Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- b) The facility for voting through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting may exercise their vote through polling paper at the meeting.
- c) Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

### The instructions for members for voting electronically are as under:

- i. The voting period begins on Friday the 9th August 2016 at 09.00 A.M. and ends on Sunday the 11th August 2016 at 05.00 P.M. During this period shareholders of the Company holding shares either in physical form or in dematerialised form as on the cut off date (record date) of 5th August 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Log on to the e-voting website [www.evotingindia.co.in](http://www.evotingindia.co.in)
- iii. Click on "Shareholders" tab.
- iv. Now enter your user ID
  - a) For CDSL : 16 digits beneficiary ID
  - b) For NSDL : 8 character DP ID followed by 8 digit client ID
  - c) Members holding shares in physical form should enter folio number registered with the Company.
- v. Next enter the Image Verification as displayed and click on login
- vi. If you are holding shares in demat form and had logged on the [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company then your existing password is to be used.



- vii. If you are a first time user follow the steps given below:

<b>For Members holding shares in Dematerialised Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha numeric PAN issued by the Income Tax Department (applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on the attendance slip enclosed indicated in the PAN field.
<b>DOB</b>	Enter the date of birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
<b>Dividend bank details</b>	Enter the dividend bank details as recorded in your demat account or in the Company's records for the said demat account or folio.  Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or Company please enter the member ID / folio number in the dividend bank details field as mentioned in instruction (iv)

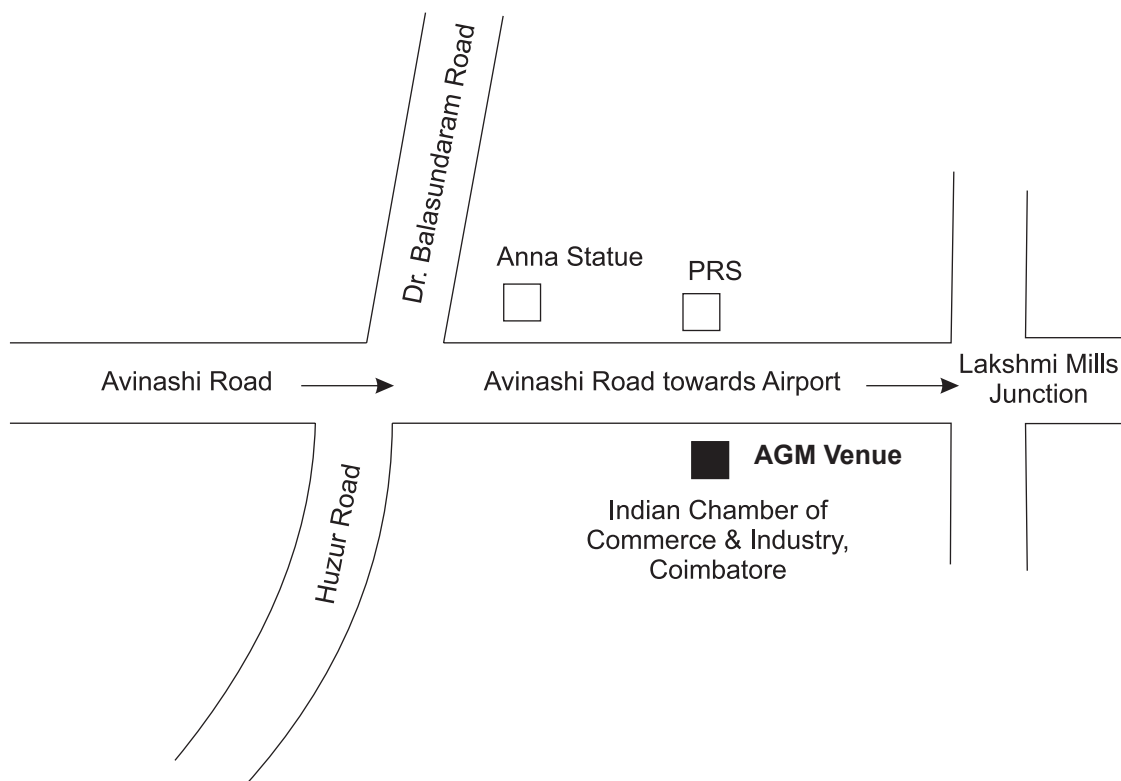
- viii. After entering these details appropriately click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly company screen. However members holding shares in demat form will now reach "password creation" menu wherein they are required to mandatorily enter their login password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For members holding shares in physical form the details can be used only for e-voting on the resolutions contained in this notice.
- xi. Click on the relevant EVSN – The Peria Karamalai Tea & Produce Co.Ltd on which you choose to vote.
- xii. On the voting page you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- xiv. After selecting the resolution you have decided to vote on click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote click on "OK" else to change you vote click o "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting by you by clicking on "Click here to print" option on the voting page.
- xvii. If demat account holder has forgotten the changed password then enter the User ID and Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based Mobiles. The m-Voting app can be downloaded from Google Play Store iPhone and Windows Phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non-Individual Shareholders and Custodians
- Non Individual Shareholders (other than individuals HUF NRI etc.) and custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.





- e) Scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian if any should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- f) In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdlsindia.com](mailto:helpdesk.evoting@cdlsindia.com)
24. The voting rights of shareholders shall be in proportionate to their shares of the paid up equity share capital of the Company as on the cut off date (record date) of 5th August 2016. Mr. M.D. Selvaraj FCS, MDS & Associates, Company Secretaries in Practice Coimbatore has been appointed as the Scrutiniser to scrutinize the e-voting process in a fair and transparent manner.
25. The scrutinizer shall immediately after the conclusion of the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against if any forthwith to the Chairman of the Company.
26. The results shall be declared within 2 days of the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.periatea.com](http://www.periatea.com) and on the website of CDSL within (2) two days and communicated to the Stock Exchanges where the Company's shares are listed.
- The notice of the Annual General Meeting and this communication are also available on the website of the Company [www.periatea.com](http://www.periatea.com) and of the Registrar & Share Transfer Agent [www.skdc-consultants.com](http://www.skdc-consultants.com)**
- By Order of the Board  
**R.V. SRIDHARAN**  
Company Secretary
- Kolkata  
30th May 2016.

### Venue of the 103rd Annual General Meeting - Route Map





## Details of Directors seeking reappointment at the ensuing Annual General Meeting

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standards 2 (SS 2 on General Meetings))

Name	Shri Shreeyash Bangur
DIN	00012825
Date of Birth / Age	01.06.1980 / 36 years
Nationality	Indian
Date of appointment on the Board	05.11.2012
Qualification	Graduate in Accounting & Management Master of Science in Engineering Business Management
Expertise	Has more than 10 years of experience as an Industrialist
No. of Shares held	Does not hold any share in the Company
Relationship with other Directors	Shri L.N.Bangur – Father Smt Alka Bangur – Mother
List of Directorships held in other companies	<ol style="list-style-type: none"> <li>1. Kiran Vyapar Limited</li> <li>2. Navjoti Commodity Management Services Limited</li> <li>3. Sidhidata Tradecomm Limited</li> <li>4. Sidhidata Solar Urja Limited</li> <li>5. Jubilee Hills Residency Limited</li> <li>6. Golden Greenaries Pvt. Limited</li> <li>7. LNB Renewable Energy Pvt. Limited</li> <li>8. Sarvadeva Greenpark Pvt. Limited</li> <li>9. Subhprada Greeneries Pvt. Limited</li> <li>10. Satyawatche Greeneries Pvt. Limited</li> <li>11. Parmarth Wind Energy Pvt. Limited</li> <li>12. Palimarwar Solar Project Pvt. Limited</li> <li>13. Eminence Agrifield Pvt. Limited</li> <li>14. Manifold Agri crops Pvt. Limited</li> <li>15. Yasheshvi Greenhub Pvt. Limited</li> </ol>
Other Committee Membership	Nil
Terms and conditions of re-appointment	The terms and conditions of re-appointment are same as stated in the resolution passed by the members at the 102nd Annual General Meeting held on 28.09.2015.
Remuneration sought to be paid per annum	Rs. 27.24 lakhs (Including contribution to Provident Fund and Superannuation Fund)
Remuneration last drawn per annum	Rs. 35.34 lakhs
Number of meetings of the Board attended during the year	4