



THE PERIA KARAMALAI TEA AND PRODUCE COMPANY LIMITED

Registered Office : 7, Munshi Premchand Sarani, Hastings, Kolkata - 700 022

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E-mail : compliance@lnbgroup.com Website : www.periatea.com

CIN: L01132WB1913PLC220832

CORPORATE INFORMATION

Board of Directors	: Shri L.N. Bangur - Chairman Mrs. Alka Bangur - Managing Director Shri Shreeyash Bangur - Deputy Managing Director Shri R.L. Gaggar (upto 12.04.2017) Shri H.M. Parekh Shri P.R. Ramakrishnan Shri N. Swaminathan
Corporate Management Team	: 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 M/s. Srikishen & Co., Chartered Accountants, ICAI Regn. No. 004009S, Coimbatore
Secretarial Auditors	: M.D. Selvaraj MDS & Associates Company Secretary in Practice Coimbatore
Bankers	: Yes Bank Limited Union Bank of India 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) 4958995, 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 104th Annual General Meeting of the Company will be held on Wednesday, the 9th August 2017 at 10.30 A.M. at Sitaram Seksaria Auditorium, Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700 017 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, 2017 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, 2017.
3. To appoint a director in place of Shri L.N.Bangur (holding DIN 00012617), who retires by rotation and being eligible offers himself for re-appointment.
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 2017-18 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 2017-18, 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.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, read with Schedule V, and the applicable clauses of the Articles of Association of the Company and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modifications or re-enactments thereof), the consent of the Company be and is hereby accorded to the re-appointment of Mrs. Alka Bangur (DIN: 00012894) as Managing Director of the Company for a further period of 3 years with effect from 17th September, 2017 on such remuneration and other terms and conditions set out in the Explanatory Statement;

RESOLVED FURTHER THAT the Board of Directors and/or a Committee of the Board be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or agreement, in such manner as may be mutually decided between the Board of Directors and Mrs. Alka Bangur, within the limits prescribed under Schedule V read with other applicable provisions of the Companies Act, 2013 and to do all such acts, deeds and things to give effect to the above resolution.”

By Order of the Board

Kolkata
26th May, 2017.

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 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. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the Special Business set out in the notice is annexed herewith.
4. 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.
5. 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 in Annexure A which forms part of the notice.
6. 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.
7. 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.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 3rd August, 2017 to 9th August, 2017 (both days inclusive).
9. National Electronic Clearing Service (NECS):
 - a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent ('RTA'), M/s SKDC Consultants Limited.

Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.

- b) 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.

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. Members holding Shares of the Company in physical form through multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agent of the Company.
11. 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.
12. 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.
13. 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 2nd August, 2017 (i.e. Record Date).

14. 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 2nd August, 2017 as per details furnished by NSDL and CDSL for this purpose.
15. Members wishing to claim dividends which remain unclaimed are requested to correspond with the Company Secretary/Registrar 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.
16. Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares.
17. 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.
18. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members may file nomination forms in respect of their physical shareholdings. Any member, 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 and Share Transfer Agent.
19. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
20. 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 2016-17 are being sent through the permitted mode.

21. Members may also note that notice of the 104th Annual General Meeting and the Annual Report 2016-17 will be available on the Company's website 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.
22. Members are requested to note that the venue of the 104th Annual General Meeting is Sitaram Seksaria Auditorium, Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700 017 and the route map containing the complete particulars of the venue is attached to this notice.

Voting through Electronic Means:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and 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 104th 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, either through electronic voting system or 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 6th August, 2017 at 09.00 A.M. and ends on 8th August, 2017 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 2nd August, 2017 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
- 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 and voted on an earlier voting of any company, then our existing password is to be used.
- vii. If you are a first time user, follow the steps given below:

For Members holding shares in Dematerialised Form and Physical Form

PAN	<p>Enter your 10 digit alpha numeric PAN issued by the Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p>
DOB	<p>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.</p>
Dividend bank details	<p>Enter the dividend bank details as recorded in your demat account or in the Company's records for the said demat account or folio.</p> <p>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)</p>

- 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 your vote, click on "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. I Phone, Windows Phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow



the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non-Individual Shareholders and Custodians

- a) 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.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) 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.
- d) The list of accounts should be mailed to 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

23. 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 2nd August 2017. Mr. Arun Kumar, Maitra, M/s. Vinod Kothari & Co., Practising Company Secretaries, Kolkata has been appointed as the Scrutiniser to scrutinize the e-voting process in a fair and transparent manner.

24. 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.

25. The results shall be declared within 48 hours 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 and on the website of CDSL and communicated to Stock Exchanges where the company's shares are listed immediately after the declaration of result by the Chairman.

The notice of the Annual General Meeting and this communication are also available on the website of the Company www.periatea.com and of the Registrar & Share Transfer Agent www.skdc-consultants.com

By Order of the Board

Kolkata
26th May, 2017.

R.V. SRIDHARAN
Company Secretary



EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The present term of Mrs. Alka Bangur as Managing Director of the Company expires on 16th September, 2017. The Board of Directors at its meeting held on 26th May, 2017 approved the re-appointment of Mrs. Alka Bangur as Managing Director for a further term of 3 years with effect from 17th September, 2017 and also the remuneration payable to her on the recommendation of the Nomination and Remuneration Committee. The re-appointment of Mrs. Alka Bangur as Managing Director is subject to the approval of the members at the Annual General Meeting. The proposed terms of remuneration and other terms and conditions of her re-appointment are as under:

Terms and conditions of appointment

Term:

The tenure of the Managing Director shall be for a period of 3 years commencing from 17th September, 2017.

Salary: Rs.1,87,500/- (Rupees one lakh eighty seven thousand five hundred only) per month with such increment as may be determined by the Board of Directors from time to time in the salary range of Rs. 1,87,500/- to Rs. 2,17,500/-

Commission: Commission on net profits of the company as may be determined by the Board of Directors within the overall limits laid down under the Act.

Perquisites:

a) In addition to salary and commission, Mrs. Alka Bangur, Managing Director shall also be entitled to interchangeable perquisites like furnished accommodation, where accommodation is not provided 60% of the salary as HRA, gas electricity, water, furnishings, medical reimbursement, LTA for self and family, fees of clubs, medical insurance,

personal accident insurance etc. in accordance with the rules of the Company.

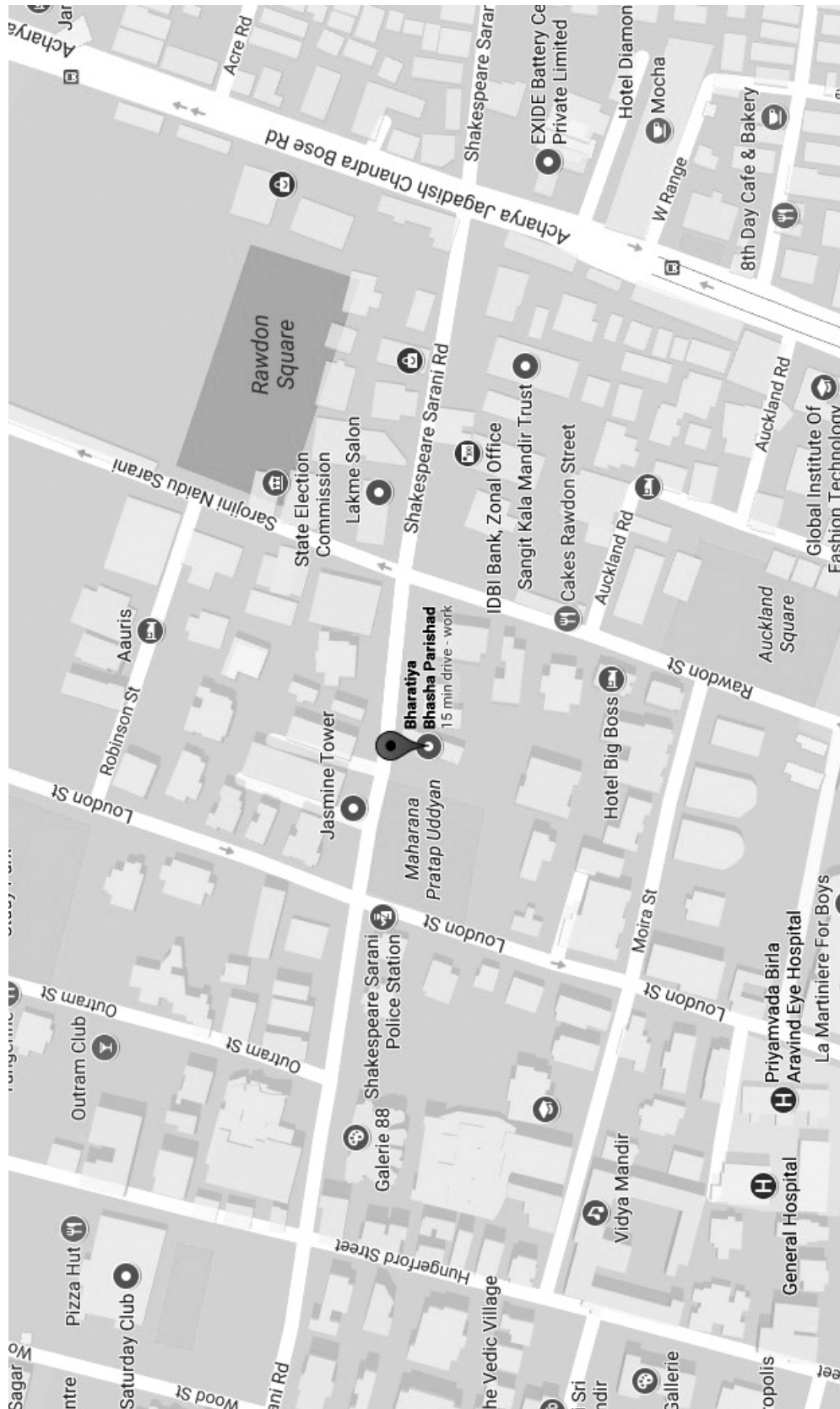
- b) Leave in accordance with the rules applicable to the managerial staff of the Company. Encashment of unavailed leave as per rules of the Company.
- c) Use of Company's car, cell phone and telephone at residence for official purposes, encashment of unavailed leave at the end of tenure, contribution to Provident Fund, Superannuation Fund and Gratuity Fund will not be considered as perquisites.
- d) Gratuity payable shall not exceed half a month's salary for each completed year of service or at the rate as may be modified from time to time.
- e) In the event of loss or inadequacy of profits in any financial year, the Managing Director shall be paid remuneration by way of salary, allowances and perquisites as specified under Section II of Part II of Schedule V of the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time of the Companies Act, 2013 and as may be amended from time to time as minimum remuneration.
- f) The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- g) The appointment of three years may be determined by either party by giving three months' notice in writing to the other party.

Except Shri L.N.Bangur, Mrs. Alka Bangur and Shri Shreeyash Bangur, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested financial or otherwise in the resolution.

The Directors recommend the resolution for the approval of the members.



Venue of the 104th Annual General Meeting – Route Map



**Annexure A****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)

	Mrs. Alka Bangur	Shri Lakshmi Niwas Bangur
DIN	DIN: 00012894	DIN: 00012617
Age / Date of Birth	62 years / 28.11.1954	67 years / 26.08.1949
Date of First Appointment on the Board	17.09.1993	01.04.1988
Expertise in Specific functional areas	Industrialist	Industrialist
Qualification	MBA	B.Com
Terms and conditions of appointment / re-appointment	The terms and conditions of re-appointment are the same as stated in the resolution passed by the members at the 101st Annual General Meeting held on 22nd September, 2014.	Director liable to retire by rotation and eligible for reappointment
Remuneration last drawn by such person, if applicable	Rs.42.07 lakhs	NA
List of outside directorship held excluding alternate directorship	1. Maharaja Shree Umaid Mills Ltd 2. Rupa & Company Ltd 3. Apurva Export Pvt. Ltd 4. The Marwar Textiles (Agency) Private Limited 5. Mugneeram Ramcoowar Bangur Charitable & Religious Company	1. Maharaja Shree Umaid Mills Ltd 2. The Swadeshi Commercial Company Limited 3. M B Commercial Co Ltd 4. Shree Krishna Agency Limited 5. The Marwar Textiles (Agency) Private Limited 6. Kiran Vyapar Limited 7. The Kishore Trading Company Limited 8. The General Investment Company Limited 9. Placid Limited 10. Mugneeram Ramcoowar Bangur Charitable & Religious Company 11. Apurva Export Pvt Ltd 12. Amalgamated Development Ltd 13. LNB Real Estates Private Limited 14. Purnay Greenfield Private Limited 15. Sidhyayi Greenview Private Limited 16. LNB Solar Energy Private Limited