

## NOTICE

Notice is hereby given that the Fifteenth Annual General Meeting of the members of Kanan Devan Hills Plantations Company Private Limited will be held on Saturday, the 22<sup>nd</sup> August 2020, at 10.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

### As Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020, together with the reports of Directors and the Auditors thereon.
2. To declare a dividend on the equity shares of the Company for the financial year 2019-20.
3. To appoint a Director in place of Mr. Percy T Sigamora (DIN 00035330), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. – 117366W/W-100018) as the Statutory Auditors of the Company and fix their remuneration:

To consider and if thought fit, to pass the following Resolution with or without modification(s) as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. – 117366W/W-100018) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Nineteenth (19th) AGM of the Company to be held in the year 2024 at such remuneration, including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

### As Special Business:

#### Appointment of Employee Directors

To consider and if thought fit to pass, with or without modification, the following resolutions as Ordinary Resolutions:

5. Appointment of Ms. Stelina (DIN 08765723) as a Director of the Company

"RESOLVED THAT Ms. Stelina (DIN 08765723) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6<sup>th</sup> August 2020, and who holds office up to the conclusion of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ('the Act') and Article 11 (f) of Article of Association of the Company, but who is eligible for appointment and has consented to act as Director of the Company be and is hereby appointed as a Director of the Company for a period up to 5<sup>th</sup> August 2021."

6. Appointment of Mr. P Murugan (DIN 08765705) as a Director of the Company

"RESOLVED THAT Mr. P Murugan (DIN 08765705) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6<sup>th</sup> August 2020, and who holds office up to the conclusion of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ('the Act') and Article 11 (f) of Article of Association of the Company, but who is eligible for appointment and has consented to act as Director of the Company be and is hereby appointed as a Director of the Company for a period up to 5<sup>th</sup> August 2021."

7. Appointment of Mr. Nithin George (DIN 07852578) as a Director of the Company

To consider and if thought fit to pass, with or without modification, the following resolutions as Ordinary Resolution:

"RESOLVED THAT Mr. Nithin George (DIN 07852578) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 25<sup>th</sup> January 2020, and who holds office up to the conclusion of this Annual General Meeting of the Company in terms of Section 161 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') and the Article 11 (f) of Articles of Association of the Company, but who is eligible for appointment and has consented to act as Director of the Company be and is hereby appointed as a Director of the Company liable to retire by rotation."

8. Ratification of remuneration payable to M/s Shome & Banerjee, Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March 2021

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 2,50,000 (Rupees Two Lakhs, Fifty Thousand only) plus taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit, payable to M/s Shome & Banerjee, Cost Accountants (Firm Registration Number 000001), who are appointed by the Board of Directors of the Company, as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2021.

The Register of Members of the Company will remain closed from Saturday the 8<sup>th</sup> August 2020 to Saturday, the 22<sup>nd</sup> August 2020, both days inclusive.

Registered Office,  
KDHP House,  
Munnar.

Date: 10<sup>th</sup> July, 2020

By Order of the Board



(P Manoj)  
Company Secretary

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the items of business specified in the Notice under Item Nos. 5, 6, 7 & 8 being Special Businesses to be transacted in the meeting are annexed hereto.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business in respect of the Resolutions proposed in the Notice to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Institutional / Corporate Shareholders (i.e. other than individuals) are required to send a scanned copy (PDF/ JPEG Format) of its Board or governing body Resolution / Authorization etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [balu@directus.co.in](mailto:balu@directus.co.in).
8. A Member can opt for only one mode of voting i.e. either through remote e-voting or e-voting in the system at the time of the AGM vide VC / OAVM. The members who have not cast the vote on the resolutions through remote-e voting shall be eligible to vote through e-voting system during the AGM vide VC / OAVM. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting vide VC/ OAVM but shall not be entitled to cast their vote again.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.kdhptea.com](http://www.kdhptea.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
10. The Dividend that may be declared by the Company will be paid on or after 25<sup>th</sup> August 2020 to those members of the Company, whose names appear on the Register of Members as on 8<sup>th</sup> August 2020 either by electronic transfer to those shareholders who have registered the bank details with the Company or by sending Bankers Cheque / Dividend Warrant. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders the prescribed rates. For the prescribed rates for various categories the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Those shareholders who have not updated the PAN are requested to update the same with the Company.
11. Members are requested to advise any change of address immediately to the Company.
12. Blank Nomination Form is available at the end of the Annual Report for use of the Members who have not made a nomination for the shares held by them in the Company.

13. As per Rule 3(1) of the Companies (Management & Administration) Rules, 2014, every Company has to maintain a register of its members in Form No. MGT 1 which requires some additional data from the certain Members. To collect the missing data from those members, we have attached a format along with the Annual Report to them. Those members are requested to send the completed format to Mr. P. Manoj, Company Secretary, Kanan Devan Hills Plantations Company Private Limited, KDHP House, Munnar, Kerala -685612.
14. Soft copy of the Register of Directors & Key Managerial Persons and their Shareholding maintained under section 170 of the Companies Act, 2013, will be available for inspection through online by the members who request for the same during the AGM.
15. Soft copy of The Register of Contacts or Arrangement in which Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection through online by the members who request for the same during the AGM.
16. The Notice of the AGM along with the Annual Report 2019-20 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company.
17. The members of the Company who have not registered their e-mail id with the Company can send their scanned copy of the share certificate (front and back) and the self-attested PAN /Aadhaar etc. to get the details of exercising the e-voting from the Company. The members can send a request letter mentioning their e-mail id along with the credentials mentioned above for registering their e-mail id with the Company.
18. The members of the Company can register their Bank Account for receiving the dividend directly in the bank account by sending a self- attested copy of the Bank Passbook front page along with the scanned copy of the share certificate (front and back) and the self-attested PAN /Aadhaar etc.
19. Since the AGM will be held through VC / OAVM, the Route map is not annexed in this Notice.
20. Pursuant to Section 205C of the Companies Act, 1956, and 124 of the Companies Act, 2013 all unclaimed/unpaid Dividend for the year ended 31<sup>st</sup> March, 2012 was transferred to the Investors Education and Protection Fund (IEPF) set up by the Central Government, and no claim shall be entertained against the Company for the amounts so transferred. The Company has also transferred those shares in which the Dividend was outstanding for 7 consecutive years based on the dividend payment of up to FY 2011-12 to the Investor Education and Protection Fund Authority.

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to Company's unpaid Dividend Account shall be transferred to Investor Education and Protection Fund ("IEPF") established by the Central Government. Further pursuant to provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF "Rules) as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/ Claimants whose shares, unclaimed dividend amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fees as decided by it from time to time. The IEPF Refund procedure has been also displayed in the website of the Company at [www.kdhptea.co.in](http://www.kdhptea.co.in).

Shareholders who have not yet encashed their Dividend warrants for the subsequent financial years are requested to make their claims to the Company and can approach Mr. SP. Muthiah at the Registered Office of the Company for any assistance that may be required in the matter.

(a) Procedure & instructions for Remote E-voting	
(i) The voting period begins on 19 <sup>th</sup> August 2020 (9.00 a.m IST) and ends on 21 <sup>st</sup> August 2020 (5.00 p.m. IST). During this period, shareholders of the Company, holding shares as on 15 <sup>th</sup> August 2020 the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.	
(ii) The shareholders should log on to the e-voting website <a href="http://www.evotingindia.com">www.evotingindia.com</a> .	
(iii) Click on Shareholders.	
(iv) Now Enter your User ID	
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 a first time user follow the steps given below:	
PAN*	For Members holding shares in Physical Form
	<ul style="list-style-type: none"> <li>Enter 10 digit alpha-numeric *PAN issued by Income Tax Department</li> <li>Members who have not updated their PAN with the Company are requested to use the first two letters of their name and the 8 digits of the sequence number (numeric field of folios No.) in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details as recorded in the company records for the said folio*. *If the details are not recorded with the company please enter the number of shares.
After entering these details appropriately, click on "SUBMIT" tab.	
(vii) Members holding shares in physical form will then directly reach the Company selection screen.	
(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.	
(ix) Click on the EVSN for the relevant "Kanan Devan Hills Plantations Company Private Limited" on which you choose to vote.	
(x) On the voting page, you will see "RESOLUTION DESCRIPTIONS" and against the same the option "YES/NO" or voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution on NO implies that you dissent to the Resolution.	
(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.	
(xii) 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.	
(xiii) Once you "CONFIRM" your vote on the resolutions, you will not be allowed to modify your votes.	
(xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.	
(xv) 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. Apple and 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.	
(xvi) Note for Non – Individual Shareholders and Custodians	
<ul style="list-style-type: none"> <li>Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to logon to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and register themselves as Corporates.</li> <li>A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a></li> <li>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.</li> <li>The list of accounts should be mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.</li> <li>A 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 scrutinizer to verify the same.</li> </ul>	
(xvii) 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 <a href="http://www.evotingindia.com">www.evotingindia.com</a> , under help section or write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact the Secretary at the Telephone No.: Phone No.04868-255000.	

(xviii) All grievances with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager (CDSL), Central Depository Services (India) Limited, A Wing, 25 <sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call 1800225533.
<b>(b) Instructions for Shareholders attending the AGM through VC/OAVM</b>
(i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <a href="https://www.evotingindia.com">https://www.evotingindia.com</a> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
(ii) Click on the Live Streaming Link available in column before EVSN to join meeting.
(iii) Enter your First Name, Last Name and Email ID and click on Join Now.
(iv) Shareholders can also join the meeting through mobile phones for that they have to download the Cisco Webex application from the Google Play store and by entering their name and the e-mail id.
(v) Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
(vi) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
(vii) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
(viii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request before 19 <sup>th</sup> August 2020 mentioning their name, folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries before 19 <sup>th</sup> August 2020 mentioning their name, folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
(ix) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting
<b>(c) Instructions for Shareholders for E-voting during the AGM</b>
(i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
(ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
(iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
(iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
<b>(b) Other Instructions:</b>
(i) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 15 <sup>th</sup> August 2020.
(ii) The Board of Directors has appointed CS N Balasubramanian (Membership No. 6439, Certificate of Practice No. 4996), email-id- <a href="mailto:balu@directus.co.in">balu@directus.co.in</a> , failing him CS Vijay Sreenikethan (Membership No. FCS 7873, Certificate of Practice No. 8268), email-id – <a href="mailto:vijay@directus.co.in">vijay@directus.co.in</a> , failing him CS Yogindunath S (Membership No. FCS 7865, Certificate of Practice No. 9137), email-id- <a href="mailto:yogi@directus.co.in">yogi@directus.co.in</a> , Partners, M/s BVR & Associates, Company Secretaries, LLP, Swastika, TR/53/3933, Lal Salam Road, Off Convent Road, Ponnurrunni, Vytilla P O, Cochin – 682019, to scrutinize the e-voting process in a fair and transparent manner.
(iii) The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, first count the votes cast during the meeting, thereafter unblock the votes cast through remote e-voting and make' not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.
(iv) The results of the E-voting along with the Scrutinizer's Report shall be placed on the Company's website <a href="http://www.kdhptea.com">www.kdhptea.com</a> and Central Depository Services Limited's website <a href="http://www.evotingindia.com">www.evotingindia.com</a> as per the Companies Act, 2013 Rules.



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013  
With respect to Special Businesses

Items 5 and 6

In continuance with the Company's avowed policy to include representatives of all categories of employees in the apex decision making body of the Company in the true spirit of Participatory Management, Ms. Stelina and Mr. P Murugan were appointed as Additional Directors of the Company by the Board of Directors with effect from 6<sup>th</sup> August, 2020 under section 161 of the Companies Act, 2013 ('the Act'). They hold office until the conclusion of the forthcoming Annual General Meeting of the Company.

Ms. Stelina is employed in the field operations of the Company. Mr. P Murugan is an employee of the Company engaged in the factory operations. They are being inducted into the Board in recognition of their excellent performance in the immediate previous year.

Ms. Stelina is interested and concerned in the resolution No 5 and Mr. P Murugan is interested and concerned in the resolution No.6. No other Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution Nos. 5 and 6 mentioned in the accompanying Notice.

The Board recommends the resolution Nos. 5 and 6 in relation to appointment of Ms. Stelina and Mr. P Murugan as the Directors for the approval of the Members of the Company.

Item 7

Mr. Nithin George was appointed as an Additional Director by the Board of Directors with effect from 25<sup>th</sup> January 2020 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 11(f) of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, Nithin George holds office up to the date of the ensuing Annual General Meeting.

Mr. Nithin George who was earlier appointed as an Independent Director by the shareholders in their meeting dated 24<sup>th</sup> August 2019 has resigned as an Independent Director on 25<sup>th</sup> January 2020 due to the difficulty in assuring the required compliance as an Independent Director and the Board of Directors of the Company in the same meeting has appointed him as an Additional Director in the Non- Independent Professional category. His appointment will come to end at the forthcoming Annual General Meeting of the Company.

Mr. Nithin George is an LLM from the London School of Economics and have 2 decades of experience in litigation before the civil courts, arbitral tribunals, various High Courts and the Supreme Court of India. Presently he is a partner in the law firm M/s Axis Legal Partners based out of Cochin.

Mr. Nithin George is interested and concerned in the resolution No 7. No other Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution No.7 mentioned in the accompanying Notice.

The Board recommends the resolution No. 7 in relation to appointment of Mr. Nithin George as a Director liable to retire by rotation for the approval of the Members of the Company.

Item 8

The Board, while approving the appointment of the Cost Auditors M/s Shome & Banerjee to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March 2021 fixed the Cost Auditors remuneration at Rs.2,50,000/- plus GST, out of pocket, travelling and stay expenses etc. In accordance with Section 148 of the Act read with the Rules framed therein, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. The resolution proposed in Item 8 of the notice convening the Annual General Meeting is intended for this purpose.

No Director, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution no.8 mentioned in the accompanying Notice.

The Board recommends the resolution No.8 in relation to ratification of the payment of remuneration to M/s Shome & Banerjee, Cost Auditors for the approval of the Members of the Company.

## Particulars for appointment &amp; re-appointment of Directors

Particulars	Mr. Percy T Sigamporia	Ms. Stelina	Mr. P Murugan	Mr. Nithin George
Age	69 Years	34 Years	51 Years	45 Years
Date of first appointment on the Board	20/07/2012	06/08/2020	06/08/2020	16/04/2019
Qualifications	PGDBM in Marketing from XLRI, Jamshedpur	Secondary Education	B.Sc., Chemistry	LLM from London School of Economics
Expertise	Production, Manufacturing & Marketing of Tea and Coffee	She has about 3 years of experience in field operations and was adjudged as a best plucker for the year 2020.	He has 25 Years of experience in the Company in the field and factory operations	Legal Matters
Directorship held in other Companies	Nil	Nil	Nil	Nil
Membership in committees of the Board of other Companies	Nil	Nil	Nil	Nil
No. of Board meetings attended	4	Nil	Nil	4
No. of Committee meetings attended	3	Nil	Nil	1
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil	Nil
No. of Shares held in the Company	Nil	Nil	5000	Nil

Registered Office,  
KDHP House,  
Munnar.

Date: 10<sup>th</sup> July, 2020

By Order of the Board



(P Manoj)  
Company Secretary