

Registered Office, Deohall Tea Estate, P.O. Hoogrijan, Dist.Tinsukia, Assam 786 601,  
 Email: ro@warrentea.com, Tel : 0374 2911361,  
 website : www.warrentea.com, CIN : L01132AS1977PLC001706,

**37<sup>TH</sup> ANNUAL GENERAL MEETING**

**RESULT OF E-VOTING**

Result of the Voting conducted through E-Voting on the Resolutions as stated hereunder:

Total number of votes cast in favour : 5864613  
 Total number of votes cast against : NIL

| <u>Description</u>  | <u>In favour of the Resolution</u> | <u>Against the Resolution</u> |
|---|------------------------------------|-------------------------------|
| <b>Ordinary Resolutions</b>   |                                    |                               |
| 1. "RESOLVED THAT the Financial Statements for the year ended 31st March, 2014 and the Reports of the Directors and the Auditors thereon, as laid before the Company at this Meeting, be and the same are hereby received, approved and adopted."   | 5864613                            | NIL                           |
| 2. "RESOLVED THAT Mr. Vinay K.Goenka (DIN 00043124), who retires under Article No.99 of the Articles of Association of the Company be and is hereby reappointed a Director of the Company."   | 5864613                            | NIL                           |
| 3. "RESOLVED THAT the retiring auditors, Messrs B.M.Chatrath & Co. Chartered Accountants, be and they are hereby reappointed Auditors of the Company to hold Office from the conclusion of this Annual General Meeting until the conclusion of the Forty second Annual General Meeting and the Board of Directors of the Company upon recommendations of the Audit Committee be and is hereby authorised to fix their remuneration as well as the manner of payment thereof in consultation with them." | 5864613                            | NIL                           |
| 4. "RESOLVED THAT Mrs. Anup Kaur Bindra (DIN 03391125) be and she is hereby appointed as an Independent Director of the Company for a period of five years with effect from 29th May, 2014."  | 5864613                            | NIL                           |
| 5. "RESOLVED THAT Mr. Lalit Kumar Halwasiya (DIN 00211756) be and he is hereby appointed as an Independent Director of the Company for a period of five years with effect from 29th May, 2014."   | 5864613                            | NIL                           |





| Description  | In favour of the Resolution | Against the Resolution |
|--|-----------------------------|------------------------|
| 6. "RESOLVED THAT approval be and is hereby accorded to the continuance of Mr. Nand Gopal Khaitan (DIN 00020588) as an Independent Director of the Company for a period of five years upto 31st March, 2019."  | 5864613                     | NIL                    |
| 7. "RESOLVED THAT approval be and is hereby accorded to the continuance of Mr. Sriprakash Bhoopal (DIN 00042977) as an Independent Director of the Company for a period of five years upto 31st March, 2019."  | 5864613                     | NIL                    |
| 8. "RESOLVED THAT approval be and is hereby accorded to the continuance of Mr. Nilotpal Dutta (DIN 00045667) as an Independent Director of the Company for a period of five years upto 31st March, 2019."  | 5864613                     | NIL                    |
| 9. "RESOLVED THAT the Company hereby approves the reappointment and remuneration payable to Mr. Subhajit Kumar Ghosh (DIN 00042335) as Managing Director of the Company for a period of three years from 1st April, 2014 on the terms and conditions set out in the Agreement, within the limits specified in Schedule V of the Companies Act, 2013, and as approved by the Nomination and Remuneration Committee, to be made between the Company of the One Part and Mr. Ghosh of the Other Part, a draft of which initialed by the Chairman is placed before the Meeting." | 5864613                     | NIL                    |
| 10. "RESOLVED THAT the Company hereby approves the change in designation of Mr. Vinay K. Goenka (DIN 00043124) from Executive Chairman to Chairman of the Company with effect from 29th May, 2014, as set out in the Supplemental Agreement to be made between the Company of the One Part and Mr. Goenka of the Other Part, a draft of which initialed by the Chairman is placed before the Meeting."   | 5864613                     | NIL                    |
| <b>Special Resolutions</b>   |                             |                        |
| 11. "RESOLVED THAT the Articles of Association of the Company be altered by the substitution of a new set of Articles of Association therefor, the draft of which is tabled at the Meeting and initialed by the Chairman for the purpose of identification."   | 5864613                     | NIL                    |



| Description  | In favour of the Resolution | Against the Resolution |
|--|-----------------------------|------------------------|
| 12. "RESOLVED THAT approval of the Shareholders be and is hereby accorded for keeping the Register of Members, Index of Members, copies of all Annual Returns under Sections 88 and 94 of the Companies Act, 2013 together with copies of certificates and documents required to be annexed thereto at the office of C B Management Services (P) Ltd. at P-22, Bondel Road, Kolkata - 700019 with effect from 15th September, 2014, or any other date as may be decided by the Board of Directors of the Company."   | 5864613                     | NIL                    |
| 13. " RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the Company hereby accords its consent to the Board of Directors of the Company to borrow any sum or sums of money from time to time from any one or more of the Company's bankers and/or from any one or more of other persons, firms, bodies corporate or financial institutions, whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose but so however that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rupees Fifty Crores, exclusive of interest, and the Directors be and they are hereby further authorized to execute such deed and/or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings not amounting to a sale as they may think fit and containing such conditions and covenants as the Directors may think fit." | 5864613                     | NIL                    |

All the Resolutions relating to the items of business as contained in the Notice of the 37<sup>th</sup> Annual General Meeting have thus been duly passed.

Place : Deohall Tea Estate, P.O. Hoogrijan  
Dist. Tinsukia, Assam 786 601

Date : 10.09.2014



The Chairman  
 Warren Tea Limited  
 Suvira House  
 4B, Hungerford Street,  
 Kolkata - 700017.

### Result of voting through electronic means

The Board of Directors of the Company at its meeting held on 29<sup>th</sup> May, 2014 had appointed me as scrutinizer to conduct the e-voting process in respect of all the resolutions set out in the notice dated 29<sup>th</sup> May, 2014 to the shareholders. I hereby submit my report. The e-voting Register shall be submitted shortly.

Arrangement of voting through electronic means was made with CDSL and voting was kept open for three days, from 1<sup>st</sup> September, 2014 to 3<sup>rd</sup> September, 2014. The e-votes were duly unblocked in the presence of two witnesses and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / List of beneficiaries.

All the e-votes received up to 5 P.M. of 3<sup>rd</sup> September, 2014, the last date and time fixed by the Company to cast the e-vote were considered for my scrutiny.

The result of the e-voting is as follows:

**Item 1:** Adoption of Audited Financial Statements for the year ended 31st March, 2014 and the Reports of the Directors and Auditors thereon.

| Votes cast in favour | %   | Votes cast against | % |
|----------------------|-----|--------------------|---|
| 5864613              | 100 | Nil                | - |

**Item 2:** Appointment of a Director in place of Mr. Vinay K. Goenka (DIN 00043124) retiring by rotation who being eligible has offered himself for reappointment.

| Votes cast in favour | %   | Votes cast against | % |
|----------------------|-----|--------------------|---|
| 5864613              | 100 | Nil                | - |

**Item 3:** Appointment of M/s B. M. Chatrath & Co., Chartered Accountants (FRN 301011E) as Statutory Auditors to hold office till the conclusion of the 42nd Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

| Votes cast in favour | %   | Votes cast against | % |
|----------------------|-----|--------------------|---|
| 5864613              | 100 | Nil                | - |



**Item 4:** Appointment of Ms. Anup Kaur Bindra (DIN 03391125) as an Independent Director for 5 years from 29th May, 2014.

| <b>Votes cast in favour</b> | <b>%</b>   | <b>Votes cast against</b> | <b>%</b> |
|-----------------------------|------------|---------------------------|----------|
| <b>5864613</b>              | <b>100</b> | <b>Nil</b>                | <b>-</b> |

**Item 5:** Appointment of Mr. Lalit Halwasiya (DIN 00211756) as an Independent Director for 5 years from 29th May, 2014.

| <b>Votes cast in favour</b> | <b>%</b>   | <b>Votes cast against</b> | <b>%</b> |
|-----------------------------|------------|---------------------------|----------|
| <b>5864613</b>              | <b>100</b> | <b>Nil</b>                | <b>-</b> |

**Item 6:** Continuance of Mr. N. G. Khaitan (DIN 00020588) as an Independent Director for 5 years upto 31st March, 2019.

| <b>Votes cast in favour</b> | <b>%</b>   | <b>Votes cast against</b> | <b>%</b> |
|-----------------------------|------------|---------------------------|----------|
| <b>5864613</b>              | <b>100</b> | <b>Nil</b>                | <b>-</b> |

**Item 7:** Continuance of Mr. S. Bhoopal (DIN 00042977) as an Independent Director for 5 years upto 31st March, 2019.

| <b>Votes cast in favour</b> | <b>%</b>   | <b>Votes cast against</b> | <b>%</b> |
|-----------------------------|------------|---------------------------|----------|
| <b>5864613</b>              | <b>100</b> | <b>Nil</b>                | <b>-</b> |

**Item 8:** Continuance of Mr. N. Dutta (DIN 00045667) as an Independent Director for 5 years upto 31st March, 2019.

| <b>Votes cast in favour</b> | <b>%</b>   | <b>Votes cast against</b> | <b>%</b> |
|-----------------------------|------------|---------------------------|----------|
| <b>5864613</b>              | <b>100</b> | <b>Nil</b>                | <b>-</b> |

**Item 9:** Reappointment and remuneration payable to Mr. S. K. Ghosh (DIN 00042335) as Managing Director for 3 years from 1st April, 2014.

| <b>Votes cast in favour</b> | <b>%</b>   | <b>Votes cast against</b> | <b>%</b> |
|-----------------------------|------------|---------------------------|----------|
| <b>5864613</b>              | <b>100</b> | <b>Nil</b>                | <b>-</b> |

**Item 10:** Change of Designation of Mr. Vinay K. Goenka (DIN 00043124) from Executive Chairman to Chairman of the Company with effect from 29th May, 2014.

| <b>Votes cast in favour</b> | <b>%</b>   | <b>Votes cast against</b> | <b>%</b> |
|-----------------------------|------------|---------------------------|----------|
| <b>5864613</b>              | <b>100</b> | <b>Nil</b>                | <b>-</b> |



**Item 11:** Alteration of the Articles of Association of the Company by substituting new Articles of Association.

| Votes cast in favour | %   | Votes cast against | % |
|----------------------|-----|--------------------|---|
| 5864613              | 100 | Nil                | - |

**Item 12:** Approval for keeping Register of Members, Index of members and other documents at the office of CB Management Services Pvt. Ltd.

| Votes cast in favour | %   | Votes cast against | % |
|----------------------|-----|--------------------|---|
| 5864613              | 100 | Nil                | - |


**Item 13:** Approval for borrowing beyond the Company's Paid Up Capital and free Reserves upto Rs. 50 crores and to create Securities there for.

| Votes cast in favour | %   | Votes cast against | % |
|----------------------|-----|--------------------|---|
| 5864613              | 100 | Nil                | - |

All the resolutions have been passed unanimously.

You may accordingly declare the result.



  
SALIL BANERJEE  
FCS 2288 CP 1140

4<sup>th</sup> September, 2014