

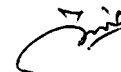
Name of the Company: Warren Tea Limited
Registered Office: Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601
Telephone : 0374 2911369 Email : corporate@warrentea.com
CIN : L01132AS1977PLC001706, Website : www.warrentea.com

38TH ANNUAL GENERAL MEETING

RESULT OF E-VOTING

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

<u>Description</u>	<u>In favour of the Resolution</u>	<u>%</u>	<u>Against the Resolution</u>	<u>%</u>
<u>Ordinary Resolutions</u>				
1."RESOLVED THAT the Financial Statements for the year ended 31st March, 2015 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."	5875636	100%	NIL	NIL
2."RESOLVED THAT Mr. Subhajit Kumar Ghosh (DIN 00042335) who retires under Article No.97 of the Articles of Association of the Company be and is hereby reappointed a Director of the Company."	5875534	100%	NIL	NIL
3. "Resolved that the reappointment of Messrs B M Chatrath & Co. as Statutory Auditors, made at the 37 th Annual General Meeting held on 10 th September, 2014, to hold office till the conclusion of the Forty-second Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company upon recommendations of the Audit Committee as well as the manner of payment thereof in consultation with them, be and is hereby ratified."	5875636	100%	NIL	NIL



<u>Description</u>	In favour of the Resolution	%	Against the Resolution	%
4. "RESOLVED THAT Mrs Sonia Barman (DIN 06910929) be and she is hereby appointed as an Independent Director of the Company for a period of five years with effect from 22nd September, 2014."	5874715	99.986%	819	0.014%
5. "RESOLVED THAT approval of the shareholders be and is hereby accorded for payment of remuneration of ₹ 1,00,000 together with reimbursement of Service Tax and Out of Pocket Expenses, if any, to M/s Shome & Banerjee, Cost Accountants (FRN 000001) for audit of the cost records of the Company for the financial year 2015-16."	5874746	99.985%	890	0.015%
<u>Special Resolutions</u>				
6 "RESOLVED THAT in partial modification of Resolution passed by the Shareholders at the 36th Annual General Meeting held on 28th April, 2014 and pursuant to Sections 196 and 197 read with Schedule V to the Companies Act, 2013, in the event of, absence or inadequacy of profits in any year during the present term of Mr Vinay Kumar Goenka's (DIN 00043124) appointment as Chairman, he be paid remuneration in accordance with Section II of Part II of Schedule V to the Act."	3870862	99.998%	71	0.002%
7. "RESOLVED THAT in partial modification of Resolution passed by the Shareholders at the 37th Annual General Meeting held on 10th September, 2014 and pursuant to Sections 196 and 197 read with Schedule V to the Companies Act, 2013, in the event of absence or inadequacy of profits in any year during the present term of Mr Subhajit Kumar Ghosh's (DIN 00042335) appointment as Managing Director, he be paid remuneration in accordance with Section II of Part II of Schedule V to the Act."	5874643	99.985%	890	0.015%

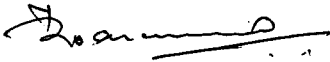


<u>Description</u>	In favour of the Resolution	%	Against the Resolution	%
<p>8. " RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders at the 37th Annual General Meeting held on 10th September, 2014, pursuant to the provisions of Section 180(1)(c) and 180(1)(a) of the Companies 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 moveable 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 upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rupees Seventy Five 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 as they may think fit and containing such conditions and covenants as the Directors may think fit."</p>	5874817	99.986%	819	0.014%

All the Resolutions relating to the items of business as contained in the Notice of the 38th Annual General Meeting have thus been duly passed.

Place : Kolkata

Date : 29.09.2015



 CHAIRMAN
 29th September 2015

Report of Scrutinizer

Mr. Vinay K. Goenka
 Chairman
 38th Annual General Meeting of the
 Equity Shareholders of WARREN TEA LIMITED
 Held on 26th day of September, 2015 at 11 A.M.

SIR,

I, SALIL BANERJEE, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the ANNUAL GENERAL meeting of the Equity Shareholders of WARREN TEA LIMITED, held on 26th SEPTEMBER, 2015 at G. S. Ruia Memorial Complex at Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601, as also for e-voting process for the same purpose, hereby submit my report as under:

1. At the Annual General Meeting the facility for poll was provided and the ballot box was kept for polling, however none of the shareholders present had opted for availing of that facility.
2. After the conclusion of the general meeting, the votes cast through remote e-voting were unblocked in the presence of two witnesses not in the employment of the company.
3. The result is as under:

(a) **Resolution No.1** – Receive, consider and adopt the Financial Statements for the financial year ended 31st March, 2015 along with the Report of Board of Directors and Auditors.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	65	5875636	100%
Total	65	5875636	100%

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(b) Resolution No.2 – Appoint a Director in place of Mr. Subhajit Kumar Ghosh, retiring by Rotation.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	64	5875534	100%
Total	64	5875534	100%

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(c) Resolution No.3 – Ratification of appointment of Statutory Auditors.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	65	5875636	100%
Total	65	5875636	100%



(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(d) Resolution No.4 – Ordinary Resolution for the appointment of Mrs Sonia Barman, as an Independent Director of the Company for a period of five years.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	63	5874715	99.986%
Total	63	5874715	99.986%

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	1	819	0.014%
Total	1	819	0.014%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



(e) Resolution No.5 – Ordinary Resolution for the fixation of remuneration of Cost Accountants for Audit of Cost Records of the company for the financial year 2015-16.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	63	5874746	99.985%
Total	63	5874746	99.985%

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	2	890	0.015%
Total	2	890	0.015%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(f) Resolution No.6 – Special Resolution for the payment of remuneration to the Chairman in the event of absence or inadequacy of profits in any year.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	61	3870862	99.998%
Total	61	3870862	99.998%

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



	person or by proxy) (In case of e-voting no. of members voted)		votes cast
Poll	NIL	NIL	NIL
E- Voting	1	71	0.002%
Total	1	71	0.002%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(g) Resolution No.7 – Special Resolution for the payment of remuneration to the Managing Director in the event of absence or inadequacy of profits in any year.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	62	5874643	99.985%
Total	62	5874643	99.985%

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	2	890	0.015%
Total	2	890	0.015%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(h) Resolution No.8 – Special Resolution pursuant to the provisions of Section 180(1)(c) and 180(1)(a) according consent to the Board of Directors to borrow.



(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	64	5874817	99.986%
Total	64	5874817	99.986%

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	1	819	0.014%
Total	1	819	0.014%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

5. A Register containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is being sent separately.
6. Since there was no poll at the Annual General Meeting no poll papers and other documents were required to be sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,

Place: KOLKATA
Dated: 28th September, 2015.



SALIL BANERJEE
(Scrutinizer)