

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

Date of AGM		1st August, 2016						
Total Number of shareholders on record date (Cut-off date 25.7.2016)		11366						
No. of shareholders present in the meeting either in person or through proxy:								
Promoter and Promoter Group		58						
Public		7						
		51						
Resolution Required: Ordinary		"RESOLVED THAT the Standalone Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2016 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."						
Whether promoter/promoter group are interested in the the Agenda/resolution		No						
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8947799	8947799	100.00	8947799	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		8947799	8947799	0.00	8947799	0	100.00
Public-Institutions	E-Voting	477	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		477	0	0.00	0	0	0.00
Public-Non Institutions	E-Voting	3002528	1421630	47.35	1421528	102	99.999	0.001
	Poll		0	0.00	0	0	0.00	0.00
	Total		3002528	1421630	0.00	1421528	102	99.999
Total		11950804	10369429	86.77	10369327	102	99.999	0.001

02.08.2016

WARREN TEA LIMITED


Chairman

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

Date of AGM		1st August, 2016						
Total Number of shareholders on record date (Cut-off date 25.7.2016)		11366						
No. of shareholders present in the meeting either in person or through proxy:		58						
Promoter and Promoter Group		7						
Public		51						
Resolution Required: Ordinary		"RESOLVED THAT Mr Vinay Kumar Goenka (DIN 00043124) who retires under Article No.97 of the Articles of Association of the Company be and is hereby reappointed a Director of the Company."						
Whether promoter/promoter group are interested in the the Agenda/resolution		Mr. Vinay Kumar Goenka deemed to be interested						
Category	Mode of Voting	No.of Shares Held (1)	No.of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No.of Votes in Favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8947799	8947799	100.00	6943198	0	77.597	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total		8947799	8947799	0.00	6943198*	0	0.000
Public-Institutions	E-Voting	477	0	0.00	0	0	0.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Total		477	0	0.00	0	0	0.000
Public-Non Institutions	E-Voting	3002528	1421630	47.35	1421528	102	99.993	0.007
	Poll		0	0.00	0	0	0.000	0.000
	Total		3002528	1421630	0.00	1421528	102	99.993
Total		11950804	10369429	86.77	8364726	102	80.667	0.001

* 2004601 shares held by Mr. V.K. Goenka not considered.

WARREN TEA LIMITED

2



Chairman

02.08.16

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

Date of AGM		1st August, 2016						
Total Number of shareholders on record date (Cut-off Date 25.7.2016)		11366						
No. of shareholders present in the meeting either in person or through proxy:								
Promoter and Promoter Group		58						
Public		7						
Resolution Required: Ordinary		"Resolved that the reappointment of Messrs B M Chatrath & Co., Chartered Accountants (FRN 301011E), as Statutory Auditors, made at the 37th Annual General Meeting held on 10th 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."						
Whether promoter/promoter group are interested in the the Agenda/resolution		No						
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8947799	8947799	100.00	8947799	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		8947799	8947799	0.00	8947799	0	100.00
Public-Institutions	E-Voting	477	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		477	0	0.00	0	0	0.00
Public-Non Institutions	E-Voting	3002528	1421630	47.35	1421630	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3002528	1421630	0.00	1421630	0	100.00
Total		11950804	10369429	86.77	10369429	0	100.00	0.00

02.08.2016

3

WARREN TEA LIMITED



Chairman

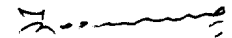
Name of the Company: Warren Tea Limited
Registered Office: Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601
Telephone : 0374 2911369 Email : corporate@warrentea.com
CIN : L01132AS1977PLC001706, Website : www.warrentea.com

Date of AGM		1st August, 2016						
Total Number of shareholders on record date (Cut-off date 25.7.2016)		11366						
No. of shareholders present in the meeting either in person or through proxy:		58						
Promoter and Promoter Group		7						
Public		51						
Resolution Required: Ordinary		"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 2016-17."						
Whether promoter/promoter group are interested in the the Agenda/resolution		No						
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8947799	8947799	100.00	8947799	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		8947799	8947799	0.00	8947799	0	100.00
Public-Institutions	E-Voting	477	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	3002528	1421630	47.35	1421630	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		1421630	0.00	1421630	0	100.00	0.00
Total		11950804	10369429	86.77	10369429	0	100.00	0.00

02.08.2016

4

WARREN TEA LIMITED



Chairman

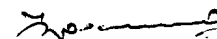
Name of the Company: Warren Tea Limited
Registered Office: Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601
Telephone : 0374 2911369 Email : corporate@warrentea.com
CIN : L01132AS1977PLC001706, Website : www.warrentea.com

Date of AGM		1st August, 2016						
Total Number of shareholders on record date (Cut-off date 25.7.2016)		11366						
No. of shareholders present in the meeting either in person or through proxy:		58						
Promoter and Promoter Group		7						
Public		51						
Resolution Required: Special		"RESOLVED THAT in partial modification of the Special Resolution passed by the Shareholders at the 38th Annual General Meeting held on 26th September, 2015 and pursuant to Sections 196 and 197 read with Schedule V to the Companies Act, 2013, Mr Vinay Kumar Goenka (DIN 00043124), Chairman be paid, subject to approval of the Central Government, his full contractual remuneration (including bonus) for the financial year 2015-16, as approved by the members vide resolution passed at the 36th Annual General Meeting held on 28th April, 2014 as minimum remuneration notwithstanding such remuneration being in excess of the limits provided in Section 197 or Schedule V of the Act.."						
Whether promoter/promoter group are interested in the the Agenda/resolution		Mr. Vinay Kumar Goenka deemed to be interested						
Category	Mode of Voting	No.of Shares Held (1)	No.of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No.of Votes in Favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8947799	6943198	77.60	6943198	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		6943198	0.00	6943198	0	100.00	0.00
Public-Institutions	E-Voting	477	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	3002528	1421630	47.35	1421528	102	99.999	0.001
	Poll		0	0.00	0	0	0.00	0.00
	Total		1421630	0.00	1421528	102	99.999	0.001
Total		11950804	8364828	69.99	8364726	102	99.999	0.001

02.08.2016

5

WARREN TEA LIMITED



Chairman

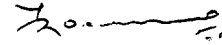
Name of the Company: Warren Tea Limited
Registered Office: Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601
Telephone : 0374 2911369 Email : corporate@warrentea.com
CIN : L01132AS1977PLC001706, Website : www.warrentea.com

Date of AGM		1st August, 2016						
Total Number of shareholders on record date (Cut-off date 25.7.2016)		11366						
No. of shareholders present in the meeting either in person or through proxy:		58						
Promoter and Promoter Group		7						
Public		51						
Resolution Required: Special		"RESOLVED THAT in partial modification of the Special Resolution passed by the Shareholders at the 38th Annual General Meeting held on 26th September, 2015 and pursuant to Sections 196 and 197 read with Schedule V to the Companies Act, 2013, Mr Subhajit Kumar Ghosh (DIN 00042335), Managing Director be paid, subject to approval of the Central Government, his full contractual remuneration (including bonus) for the financial years 2015-16 and 2016-17 as approved by the members vide resolution passed at the 37th Annual General Meeting held on 10th September, 2014 as minimum remuneration notwithstanding such remuneration being in excess of the limits provided in Section 197 or Schedule V of the Act.."						
Whether promoter/promoter group are interested in the the Agenda/resolution		No						
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8947799	8947799	100.00	8947799	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		8947799	8947799	0.00	8947799	0	100.00
Public-Institutions	E-Voting	477	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		477	0	0.00	0	0	0.00
Public-Non Institutions	E-Voting	3002528	1421629	47.35	1421527	102	99.999	0.001
	Poll		0	0.00	0	0	0.00	0.00
	Total		3002528	1421629	0.00	1421527	102	99.999
Total		11950804	10369428	86.77	10369326	102	99.999	0.001

02.08.2016

6

WARREN TEA LIMITED



Chairman

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

Date of AGM		1st August, 2016						
Total Number of shareholders on record date (Cut-off date 25.7.2016)		11366						
No. of shareholders present in the meeting either in person or through proxy:		58						
Promoter and Promoter Group		7						
Public		51						
Resolution Required: Special		"RESOLVED THAT subject to approval of the Central Government the Company hereby approves the reappointment and remuneration payable to Mr. Vinay Kumar. Goenka (DIN 00043124) as Chairman of the Company for a period of three years from 1st April, 2016 on the terms and conditions set out in the Agreement, as approved by the Nomination and Remuneration Committee, to be made between the Company of the One Part and Mr. Goenka of the Other Part, a draft of which initialled by the Chairman is placed before the Meeting and that such remuneration be paid to Mr Goenka as minimum remuneration notwithstanding that the same being in excess of the limits provided in Section 197 or Schedule V of the Companies Act, 2013."						
Whether promoter/promoter group are interested in the the Agenda/resolution		Mr. Vinay Kumar Goenka deemed to be interested						
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8947799	6943198	77.60	6943198	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		6943198	0.00	6943198	0	100.00	0.00
Public-Institutions	E-Voting	477	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	3002528	1421630	47.35	1421528	102	99.999	0.001
	Poll		0	0.00	0	0	0.00	0.00
	Total		1421630	0.00	1421528	102	99.999	0.001
Total		11950804	8364828	69.99	8364726	102	99.999	0.001

02.08.2016

7

WARREN TEA LIMITED



Chairman

Report of Scrutinizer

Mr. Vinay K. Goenka
 Chairman
 39th Annual General Meeting of the
 Equity Shareholders of WARREN TEA LIMITED
 Held on 1st day of August, 2016 at 10.30 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 1st AUGUST, 2016 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. The ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. Since none of the shareholders participated through the method of poll at the meeting, the locked ballot boxes were not opened and there were no poll papers to be scrutinized.
3. No shareholder voted through the method of poll, thus the question of incomplete and/or defective poll paper did not arise.
4. After the conclusion of voting at 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.
5. The result is as under:

(a) Resolution No.1 – Receive, consider and adopt the Financial Statements for the financial year ended 31st March, 2016 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	63	10369327	99.999%
Total	63	10369327	99.999%

(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	102	0.001%
Total	1	102	0.001%

(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. Vinay Kumar Goenka, 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	60 *	8364726 *	80.667%
Total	60	8364726	80.667%

(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	102	0.000%
Total	1	102	0.000%

(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

* In view of the provisions of the Sections 188 of the Companies Act, 2013 read with Circular No. 30/2014 dated 17th July, 2014, Mr. Vinay Kumar Goenka being a related party in the context of the contract or arrangement for which the resolution is being passed, his vote was not considered for the purpose.

(Mr. Vinay Kumar Goenka 2004601 Shares)

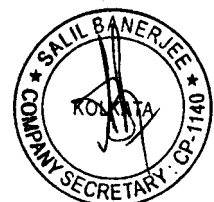
(c) Resolution No.3 – Ratification of appointment of Statutory Auditors.

(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	64	10369429	100%
Total	64	10369429	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 payment of remuneration to Cost Accountants for Audit of Cost Records of the company for the financial year 2016-17.

(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	10369429	100%
Total	64	10369429	100%

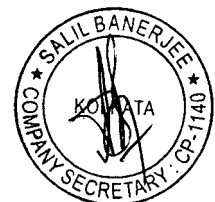
(ii) Voted against the resolution:

	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

(e) Resolution No.5 – Special Resolution for payment of full contractual remuneration, subject to approval of Central Government, to Mr. Vinay Kumar Goenka, Chairman 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	60	8364726	99.999%
Total	60	8364726	99.999%

(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	102	0.001%
Total	1	102	0.001%

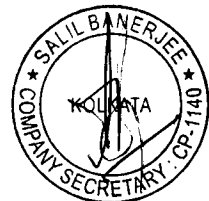
(iii) Invalid votes:

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 payment of full contractual remuneration, subject to approval of Central Government, to Mr. Subhajit Kumar Ghosh, Managing Director for the financial years 2015 -16 & 2016-17.

(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	10369326	99.999%
Total	62	10369326	99.999%



(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	102	0.001%
Total	1	102	0.001%

(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

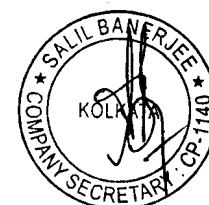
(g) Resolution No.7 – Special Resolution for the reappointment and remuneration payable to Mr. Vinay Kumar Goenka for a period of three years from 1st April, 2016.

(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	60	8364726	99.999%
Total	60	8364726	99.999%

(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	102	0.001%
Total	1	102	0.001%



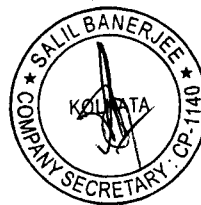
(iii) Invalid votes:

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 txt. File containing a list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is being sent separately.
6. No shareholder voted through the method of poll, thus 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,




SALIL BANERJEE
(Scrutinizer)

Place: KOLKATA
Dated: 2nd August, 2016.