



Warren Tea Limited

WTL/Sec/S-2/AGM

12th September, 2017

The General Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
- Scrip Code 508494

The General Manager,
The Calcutta Stock Exchange Limited ,
7 Lyons Range,
Kolkata 700 001
- Scrip Code 33002

Dear Sir,

Summary of the Proceedings of the 40th Annual General Meeting

The 40th Annual General Meeting of the Members of Warren Tea Limited was held on 11th September 2017 at 10.30 a.m at G S Ruia Memorial Complex, Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601.

Mr Vinay K Goenka, Chairman chaired the Meeting. The business as per Notice of AGM was taken up as the requisite quorum remained present throughout the meeting. 53 Members were present in person or through proxy at the Meeting.

The Chairman informed the Members that the Registers and Documents as statutorily required to be made available at the AGM were available for inspection during the Meeting.

The Chairman covered the items of Ordinary Business and Special Business as listed under Serial Nos. 1 to 5 below. The Chairman invited questions from the members on the Agenda Items, however, there were no question from any one present.

The Company has engaged the services the Central Depository Services Limited to provide facility of remote e-voting to all Members. The Company had extended the remote e-voting facility to Members from 7th September, 2017 (9 am) to 10th September (5 pm.).

The Chairman further informed the Members that facility for voting through ballot paper was available at the venue of the AGM to those Members who have not cast their vote by remote e-voting.

CIN : L01132AS1977PLC001706 ■ Website : www.warrentea.com

Corporate Office : 'Suvira House', 4B, Hungerford Street, Kolkata 700 017
Telephone : 2287 2287, Fax : 2289 4444, E-mail : corporate@warrentea.com

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

The Company has appointed Mr Raj Kumar Banthia, Company Secretary in Practice as the Scrutinizer for the purpose of scrutinizing the remote e-voting and voting through ballot paper in a fair and transparent manner.

The following items of business as per notice of the 40th Annual General Meeting were transacted at the Meeting :

Ordinary Business :

- 1) Adoption of Audited Financial Statements for the year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.
- 2) Appointment of a Director in place of Mr. Subhajit Kumar Ghosh (DIN 00042335), retiring by rotation, who being eligible has offered himself for reappointment.
- 3) Ratification of Appointment of Messrs B M Chatrath & Co. LLP, Chartered Accountants (FRN 301011E/E300025), as Statutory Auditors made at the 37th Annual General Meeting to hold office till conclusion of the 42nd Annual General Meeting.

Special Business :

- 4) Payment of remuneration to Messrs Shome & Banerjee, Cost Accountants (FRN 000001) for audit of cost records for financial year 2017-18. (Ordinary Resolution).
- 5) Reappointment and remuneration payable to Mr. Subhajit Kumar Ghosh (DIN 00042335) as Managing Director for 3 years from 1st April, 2017 (Special Resolution).

All the Resolutions as per Agenda of the 40th Annual General Meeting were passed by the Members by requisite majority through remote e-voting and there was no demand for voting at the venue of the Annual General Meeting.

The Meeting ended with a vote of thanks to the Chair.

This is for your information and record.

Yours faithfully,
For Warren Tea Limited,



Siddhartha Roy
President - Legal & Company Secretary

WARREN TEA LIMITED
VOTING RESULT UNDER REGULATION 44(3)

Date of the AGM	11.09.2017
Total number of shareholders on record date	11100
No. of shareholders present in the meeting either in person or through proxy or through Video Conferencing	53
Promoters and Promoter Group :	5
Public :	48
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	N.A
Public :	N.A

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No : 1) Adoption of Audited Financial Statements for the year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon	Ordinary
Resolution required : (Ordinary/ Special)	
Whether promoter/ promoter group are interested in 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	8841588	98.81	8841588	0	100.00000	0.00000
	Poll					0	0.00000	0.00000
	Postal Ballot (if applicable)							
	Total	8947799	8841588	98.81	8841588	0	100.00000	0.00000
Public - Institutions	E-Voting	480	0	0.00	0	0	0.00000	0.00000
	Poll					0	0.00000	0.00000
	Postal Ballot (if applicable)					0	0.00000	0.00000
	Total	480	0	0.00	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	3002525	1491529	49.68	1491527	2	99.99987	0.00013
	Poll					0	0.00000	0.00000
	Postal Ballot (if applicable)					0	0.00000	0.00000
	Total	3002525	1491529	49.68	1491527	2	99.99987	0.00013
	Total	11950804	10333117	86.46	10333115	2	99.99998	0.00002

WARREN TEA LIMITED

Chairman

Resolution No : 2) Appointment of a Director in place of Mr. Subhajt Kumar Ghosh (DIN 00042335), retiring by rotation, who being eligible has offered himself for reappointment.

Resolution required : (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/ resolution ?
Ordinary	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	8841588	98.81	8841588	0	100.00000	0.00000
	Poll							
	Postal Ballot (if applicable)							
	Total	8947799	8841588	98.81	8841588	0	100.00000	0.00000
Public - Institutions	E-Voting	480	0	0.00	0	0	0.00000	0.00000
	Poll		0	0.00	0	0	0.00000	0.00000
	Postal Ballot (if applicable)		0	0.00	0	0	0.00000	0.00000
	Total	480	0	0.00	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	3002525	1491528	49.68	1491526	2	99.99987	0.00013
	Poll							
	Postal Ballot (if applicable)		0	0.00	0	0	0.00000	0.00000
	Total	3002525	1491528	49.68	1491526	2	99.99987	0.00013
Total		11950804	10333116	86.46	10333114	2	99.99998	0.00002

WARREN TEA LIMITED


Chairman

Resolution No : 3) Ratification of Appointment of Messrs B M Chattrath & Co. LLP, Chartered Accountants (FRN 301011E/E300025.), as Statutory Auditors made at the 37th Annual General Meeting to hold office till conclusion of the

Resolution required : (Ordinary/ Special)


Ordinary

Whether promoter/ promoter group are interested in 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		8841588	98.81	8841588	0	100.00000	0.00000
	Poll	8947799		0.00		0	0.00000	0.00000
	Postal Ballot (if applicable)			0.00		0	0.00000	0.00000
	Total	8947799	8841588	98.81	8841588	0	100.00000	0.00000
Public - Institutions	E-Voting		0	0.00	0	0	0.00000	0.00000
	Poll	480		0.00	0	0	0.00000	0.00000
	Postal Ballot (if applicable)			0.00	0	0	0.00000	0.00000
	Total	480	0	0.00	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting		1491529	49.68	1491527	2	99.99987	0.00013
	Poll	3002525		0.00	0	0	0.00000	0.00000
	Postal Ballot (if applicable)			0.00	0	0	0.00000	0.00000
	Total	3002525	1491529	49.68	1491527	2	99.99987	0.00013
Total		11950804	10333117	86.46	10333115	2	99.99998	0.00002

WARREN TEA LIMITED



Chairman

Resolution No : 4) Payment of remuneration to Messrs Shome & Banerjee, Cost Accountants. [FRN 000001] for audit of cost records for financial year 2017-18.

Resolution required : (Ordinary/ Special)	Ordinary
Whether promoter/ promoter group are interested in 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	8841588	98.81	8841588	0	100.00000	0.00000
	Poll			0.00		0	0.00000	0.00000
	Postal Ballot (if applicable)			0.00		0	0.00000	0.00000
	Total	8947799	8841588	98.81	8841588	0	100.00000	0.00000
Public - Institutions	E-Voting	480	0	0.00	0	0	0.00000	0.00000
	Poll			0.00		0	0.00000	0.00000
	Postal Ballot (if applicable)			0.00		0	0.00000	0.00000
	Total	480	0	0.00	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	3002525	1491529	49.68	1491527	2	99.99987	0.00013
	Poll			0.00		0	0.00000	0.00000
	Postal Ballot (if applicable)			0.00		0	0.00000	0.00000
	Total	3002525	1491529	49.68	1491527	2	99.99987	0.00013
Total		11950804	10333117	86.46	10333115	2	99.99998	0.00002

WARREN TEA LIMITED


Chairman

Resolution No : 5) Reappointment and remuneration payable to Mr. Subhajit Kumar Ghosh (DIN 00042335) as Managing Director for 3 years from 1st April, 2017.

Resolution required : (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in 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		8841588	98.81	8841588	0	100.00000	0.00000
	Poll	8947799		0.00		0	0.00000	0.00000
	Postal Ballot (if applicable)			0.00		0	0.00000	0.00000
	Total	8947799	8841588	98.81	8841588	0	100.00000	0.00000
Public - Institutions	E-Voting		0	0.00	0	0	0.00000	0.00000
	Poll	480	0	0.00	0	0	0.00000	0.00000
	Postal Ballot (if applicable)		0	0.00	0	0	0.00000	0.00000
	Total	480	0	0.00	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting		1491528	49.68	1491526	2	99.99987	0.00013
	Poll	3002525	0	0.00	0	0	0.00000	0.00000
	Postal Ballot (if applicable)		0	0.00	0	0	0.00000	0.00000
	Total	3002525	1491528	49.68	1491526	2	99.99987	0.00013
	Total	11950804	10333116	86.46	10333114	2	99.99998	0.00002

WARREN TEA LIMITED


Chairman

12.09.2017



SCRUTINIZER'S REPORT

[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 by Companies (Management & Administration) Amendment Rules, 2015]

To,

The Chairman of the 40th (Fortieth) Annual General Meeting (AGM) of members of Warren Tea Limited (CIN: L01132AS1977PLC001706), held on Monday, 11th day of September, 2017 at G. S. Ruia Memorial Complex at Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam-786 601, at 10:30 A.M.

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of Warren Tea Limited ("the Company") for the purpose of scrutinizing the process of remote e-voting and voting by use of ballot forms at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings in respect of the below mentioned resolutions proposed at the 40th Annual General Meeting of the Company held on Monday, 11th day of September, 2017 at G. S. Ruia Memorial Complex at Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam-786 601, at 10:30 A.M, do hereby submit my report as follows:

- (a) The Notice dated 30th May, 2017 convening the 40th Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out





all material facts in respect of resolutions mentioned therein, was sent by 3rd August, 2017 to the members of the company.

- (b) The company provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 4th September, 2017 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Thursday, 7th September, 2017 at 9:00 A.M. (IST) and ended on Sunday, 10th September, 2017 at 5:00 P.M. (IST).
- (e) None of the members and/or their proxies at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting stated above.
- (f) After conclusion of voting at the 40th Annual General Meeting wherein none of the members and/or their proxies exercised their voting rights through ballot papers, the votes cast through remote e-voting were unblocked in presence of Ms. Bidisha Achari and Ms. Shalu Kathuria, who acted as witnesses in





accordance with Rule 20 the Companies (Management & Administration) Rules, 2014 as amended.

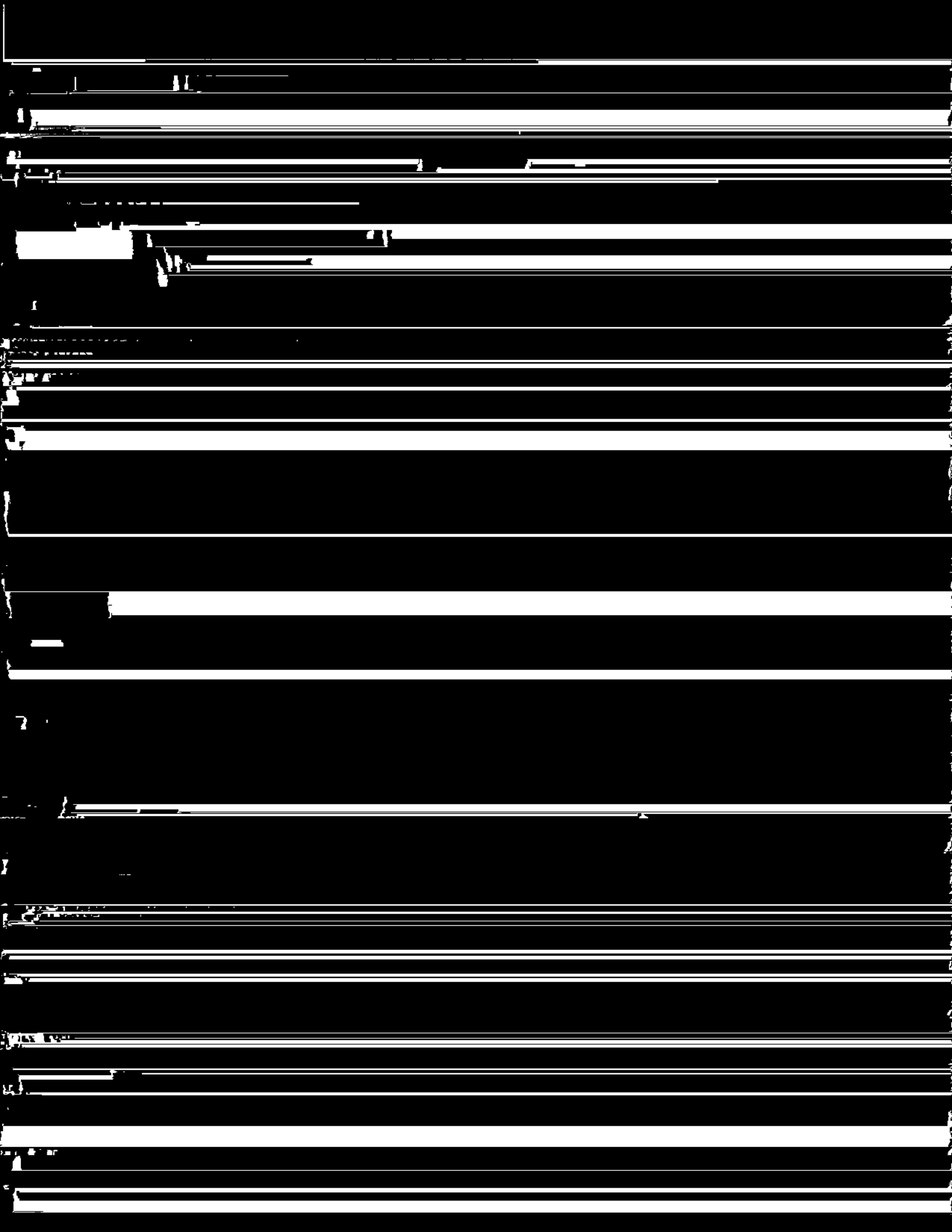
(g) Thereafter, the details containing, inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote, were derived from the report generated from the e-voting website of CDSL, www.evotingindia.com in respect of remote e-voting.

(h) 67 Members have cast their votes through remote e-voting and all such votes are valid and none of the Members and/or their proxies has cast their votes through poll at the AGM venue.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

	Number of votes (shares) cast through Remote E-voting. (1)	Number of Votes (shares) cast on Poll at the meeting. (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
ORDINARY BUSINESS				
Item No. 1 as an Ordinary Resolution: To consider and adopt the Financial Statements and Consolidated Financial Statements for the year ended 31 st March, 2017 and the Reports of the Directors and Auditors thereon.				
(1) Voted in favour of the resolution	10333115	0	10333115	100







(2) Voted against the resolution	2	0	2	0
Total	10333117	0	10333117	100
(3) Invalid votes	0	0	0	--

SPECIAL BUSINESS

Item No. 4 as an Ordinary Resolution: Approval for payment of remuneration to M/s Shome & Banerjee, Cost Accountants (FRN 000001) for audit of the cost records of the Company for the financial year 2017-18.

(1) Voted in favour of the resolution	10333115	0	10333115	100
(2) Voted against the resolution	2	0	2	0
Total	10333117	0	10333117	100
(3) Invalid votes	0	0	0	--

Item No. 5 as a Special Resolution: Approval of re-appointment and remuneration payable to Mr. Subhajit Kumar Ghosh (DIN: 00042335) as Managing Director of the Company for a period of three years.





(1) Voted in favour of the resolution	10333114	0	10333114	100
(2) Voted against the resolution	2	0	2	0
Total	10333116	0	10333116	100
(3) Invalid votes	0	0	0	--

Based on the aforesaid results, the resolution no(s) 1 to 5 as contained in the Notice have been passed with the requisite majority.

The remote e-voting register and other related papers/registers and records is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

Thanking you,

Yours faithfully



Raj Kumar Sarthia

Partner

MKB & Associates

Membership No.: 17190

COP No.: 18428

FRN: P2010WB042700

Date: 12th September, 2017

Place: Kolkata