



Warren Tea Limited

WTL/Sec/S-2/AGM

12th September, 2019

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

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

Dear Sir,

Summary of the Proceedings of the 42nd Annual General Meeting

The 42nd Annual General Meeting of the Members of Warren Tea Limited was held on 11th September 2019 at 10.00 a.m at G S R Memorial Complex, Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601.

Mr Sriprakash Bhoopal, Director chaired the Meeting. The business as per Notice of AGM was taken up as the requisite quorum remained present throughout the meeting. 38 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 of 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, 2019 (9 am) to 10th September 2019 (5 pm.).

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



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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.

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 42nd Annual General Meeting were transacted at the Meeting :

Ordinary Business :

- 1) Adoption of Standalone Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2019 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) Reappointment of Messrs B M Chatrath & Co LLP as Statutory Auditors to hold office till the conclusion of the Forty- fourth Annual General Meeting and to fix their remuneration.

Special Business :

- 4) Reappointment of and remuneration payable to Mr Vinay K Goenka (DIN 00043124) as Executive Chairman of the Company for two years with effect from 1st April, 2019.
- 5) Payment of remuneration to Messrs Shome & Banerjee, Cost Accountants (FRN 000001) for audit of cost records for financial year 2019-20.



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All the Resolutions as per Agenda of the 42nd 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

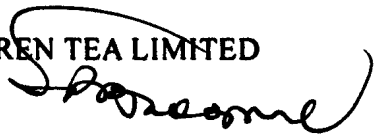
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Voting results	
Record date	04-09-2019
Total number of shareholders on record date	10843
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	3
b) Public	35
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	Add Notes

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Chairman

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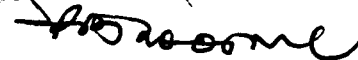
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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, and the reports of the Directors				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8809999	100.0000	8809999	0	100.0000	0.0000
	Poll	8809999	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8809999	8809999	100.0000	8809999	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	477	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	477	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1372351	43.7009	1372351	0	100.0000	0.0000
	Poll	3140328	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3140328	1372351	43.7009	1372351	0	100.0000	0.0000
Total		11950804	10182350	85.2022	10182350	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of director in place of Mr. Subhajit Kumar Ghosh (DIN: 00042335) retiring by rotation who being eligible, has offered himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8809999	100.0000	8809999	0	100.0000	0.0000
	Poll	8809999	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8809999	8809999	100.0000	8809999	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	477	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	477	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1372351	43.7009	1372351	0	100.0000	0.0000
	Poll	3140328	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3140328	1372351	43.7009	1372351	0	100.0000	0.0000
Total		11950804	10182350	85.2022	10182350	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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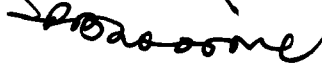
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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reappointment of Messrs B M Chatrath & Co LLP as Statutory Auditors to hold office till the conclusion of the Forty-fourth Annual General Meeting and to fix their remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8809999	100.0000	8809999	0	100.0000	0.0000
	Poll	8809999	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8809999	8809999	100.0000	8809999	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	477	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	477	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1372351	43.7009	1372351	0	100.0000	0.0000
	Poll	3140328	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3140328	1372351	43.7009	1372351	0	100.0000	0.0000
Total		11950804	10182350	85.2022	10182350	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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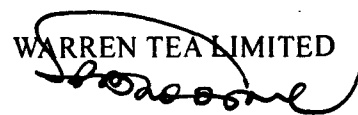
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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Reappointment of and remuneration payable to Mr Vinay K Goenka (DIN 00043124) as Executive Chairman of the Company for two years with effect from 1st April, 2019				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	8809999	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8809999	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	477	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	477	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1372348	43.7008	1372348	0	100.0000	0.0000
	Poll	3140328	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3140328	1372348	43.7008	1372348	0	100.0000	0.0000
Total		11950804	1372348	11.4833	1372348	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Payment of remuneration to M/s Shome & Banerjee, Cost Accountants (FRN 000001) for audit of cost records for financial year 2019-20				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8809999	100.0000	8809999	0	100.0000	0.0000
	Poll	8809999	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8809999	8809999	100.0000	8809999	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	477	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	477	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1372351	43.7009	1372351	0	100.0000	0.0000
	Poll	3140328	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3140328	1372351	43.7009	1372351	0	100.0000	0.0000
Total		11950804	10182350	85.2022	10182350	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

WARREN TEA LIMITED



Chairman



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 42nd (Forty-Second) Annual General Meeting (AGM) of Members of Warren Tea Limited (CIN: L01132AS1977PLC001706), held on Wednesday, 11th day of September, 2019 at G S R Memorial Complex at Deohall Tea Estate, P O Hoogrijan, Dist.- Tinsukia, Assam 786 601 at 10:00 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 voting through 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 SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 42nd Annual General





Meeting of the Company held on Wednesday, 11th day of September, 2019 at G S R Memorial Complex at Deohall Tea Estate, P O Hoogrijan, Dist.- Tinsukia, Assam 786 601 at 10:00 A.M., do hereby submit my report as follows:

- (a) The Notice dated 30th May, 2019 convening the 42nd 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 6th August, 2019 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, 2019 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 Saturday, 7th September, 2019 at 9.00 A.M. (IST) and ended on Tuesday, 10th September, 2019 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 as stated above.
- (f) After conclusion of voting at the 42nd Annual General Meeting the votes cast through remote e-voting were unblocked in presence of Ms. Mudra Khetan and Ms. Ankita Choudhury, 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) 40 Members have cast their votes through remote e-voting and all such votes are valid, none of the Members and/or their proxy have 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.	Number of Votes (shares) cast on Poll at the meeting.	Total	% of total number of valid votes cast
	(1)	(2)	(1)+(2)=(3)	
ORDINARY BUSINESS				
Item No.1 as an Ordinary Resolution: Adoption of the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, and the reports of the Directors and the Auditors' thereon.				
(1) Voted in favour of the resolution	10182350	0	10182350	100
(2) Voted against the resolution	0	0	0	0
Total	10182350	0	10182350	100
(3) Invalid votes:	0	0	0	--
Item No. 2 as an Ordinary Resolution: Appointment of director in place of Mr. Subhajit Kumar Ghosh (DIN: 00042335) retiring by rotation who being eligible, has offered himself for re-appointment.				
(1) Voted in favour of the resolution	10182350	0	10182350	100
(2) Voted against the resolution	0	0	0	0
Total	10182350	0	10182350	100





(3) Invalid votes:	0	0	0	--
Item No.3 as a Ordinary Resolution: Reappointment of Messrs B M Chatrath & Co LLP as Statutory Auditors to hold office till the conclusion of the Forty-fourth Annual General Meeting and to fix their remuneration.				
(1) Voted in favour of the resolution	10182350	0	10182350	100
(2) Voted against the resolution	0	0	0	0
Total	10182350	0	10182350	100
(3) Invalid votes:	0	0	0	--
SPECIAL BUSINESS				
Item No. 4 as a Special Resolution: Reappointment of and remuneration payable to Mr Vinay K Goenka (DIN 00043124) as Executive Chairman of the Company for two years with effect from 1st April, 2019.				
(1)Voted in favour of the resolution	1372348	0	1372348	100
(2) Voted against the resolution	0	0	0	0
Total	1372348	0	1372348	100
(3) Invalid votes:	0	0	0	--





Item No. 5 as an Ordinary Resolution: Payment of remuneration to M/s Shome & Banerjee, Cost Accountants (FRN 000001) for audit of cost records for financial year 2019-20.

(1)Voted in favour of the resolution	10182350	0	10182350	100
(2) Voted against the resolution	0	0	0	0
Total	10182350	0	10182350	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 unanimously.

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 Banthia
Partner

MKB & Associates
Membership No.: 17190
COP No.: 18428
FRN: P2010WB042700

Date: 12th September, 2019
Place: Kolkata