



Warren Tea Limited

WTL/SEC/S-2

10th September, 2020

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 43rd Annual General Meeting

In accordance with the MCA Circulars, SEBI Notifications issued due to COVID – 19 pandemic, applicable provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 43rd Annual General Meeting (AGM) of the Company was held on Wednesday , 9th September, 2020 through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”). The meeting commenced at 11.30 a.m. and concluded at 12.10 p.m.

Mr. Vinay K Goenka , Executive Chairman chaired the meeting and requisite quorum being present called the meeting to order. He informed the members that in view of the social distancing norms to be followed, COVID-19 pandemic and the 43rd AGM is being conducted through Video Conferencing in compliance with MCA Circular No. 20/2020 dated May 05, 2020. He also informed , in accordance with the Circulars of MCA and SEBI, the Company has taken all feasible steps to enable the members to participate through Video Conference and cast their votes through remote e-voting along with the facility to e-vote during the AGM as well for those who have not casted their vote through remote e-voting on the items being considered at the AGM. In accordance with the Circulars, the Notice of this AGM and Annual Report 2019-20 were sent by e-mail to all the members whose e-mail Ids were available and also public notices were issued in English and Assamese newspapers.

The Chairman informed the members that registers and documents as statutorily required were available for inspection during the AGM.

The Chairman confirmed that due to severe illness, Mr. Sriprakash Bhoopal, the Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee is unable to be present at this meeting. Mr. S. Bhoopal has given authorization to Mr. L.K. Halwasiya, Mr. N. Dutta and Mr. Vinay K Goenka respectively to be present and initiate necessary action on behalf of him at this meeting.

The representatives of M/s B M Chatrath & co. LLP, Statutory Auditors and Mr. Raj Banthia, Partner of M/s MKB & Associates, Secretarial Auditors, were present at the Meeting.

With the permission of the members, the Notice convening the 43rd AGM was taken as read.

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 Chairman covered the items of Ordinary Business and Special Business as listed under serial nos. 1 to 4 below .

The Chairman informed that no questions have been received by the Company till cut-off date as mentioned in the Notice of the meeting.

The Chairman informed that the Company has engaged Central Depository Services (India) Ltd. to provide remote e-voting facility and e-voting at the AGM to cast their vote electronically, on all resolutions set forth in the Notice convening the 43rd AGM and enable members to participate in AGM electronically. The Chairman informed that remote e-voting opened on 6th September, 2020 (9a.m.) and concluded on 8th September, 2020 (5p.m.) as scheduled and members who did not exercise their vote by remote e-voting can cast their vote at the AGM. Pursuant to that, e-voting will be kept opened till 15 minutes after the close of the meeting. The Chairman further informed that Mr Raj Kumar Banthia, Practicing Company Secretary was appointed as the scrutinizer for remote e-voting and e-voting at the 43rd AGM to oversee the evoting process and will collate the votes cast through remote e-voting and those exercised during the AGM and submit the consolidated Report within 48 hours of the conclusion of the AGM.

Ordinary Business :

- 1) Adoption of Audited Standalone Financial statements and Consolidated Financial Statements for the year ended 31st March, 2020 and the Reports of the Directors and Auditors thereon.
- 2) Appointment of a Director in place of Mr. Vinay Kumar Goenka (DIN 00043124), retiring by rotation, who being eligible has offered himself for reappointment.

Special Business :

- 3) Reappointment of Mr. Subhajit Kumar Ghosh (DIN 00042335) as Managing Director of the Company without any remuneration payable to him for a period beginning 1st April, 2020 till 5th June, 2020.
- 4) Payment of remuneration to Messrs. Shome & Banerjee, Cost Accountants (FRN 000001) for audit of cost records for financial year 2020-21.

The Chairman further informed that the results of the voting will be put up at the Registered and Corporate Offices and shall also be uploaded on the website of the Company and that of CDSL as well as forwarded to the Stock Exchanges in accordance with law.

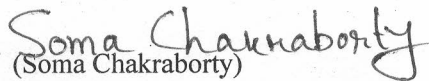
The Chairman informed that the Company has received one request from a shareholder to allow him as a speaker in the meeting. He requested CDSL to allow him to speak but no one raised any queries.

The Chairman asked Company Secretary to propose a vote of thanks.

The Chairman thanked the members and other board members for their participation in the meeting.

This is for your information and record.

Yours faithfully,
Warren Tea Limited


(Soma Chakraborty)
Company Secretary

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General information about company

Scrip code	508494
NSE Symbol	
MSEI Symbol	
ISIN	INE712A01012
Name of the company	WARREN TEA LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	09-09-2020
Start time of the meeting	11:30 AM
End time of the meeting	12:10 PM

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WARREN TEA LIMITED



Executive Chairman

9th Sep 2020

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Scrutinizer Details

Name of the Scrutinizer	RAJ KUMAR BANTHIA
Firms Name	MKB & ASSOCIATES
Qualification	CS
Membership Number	A17190-COP NO 18428
Date of Board Meeting in which appointed	30-06-2020
Date of Issuance of Report to the company	09-09-2020

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WARREN TEA LIMITED



Executive Chairman

9th September 2020

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Voting results	
Record date	02-09-2020
Total number of shareholders on record date	10667
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	7
b) Public	37
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	7
b) Public	37
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	Add Notes

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WARREN TEA LIMITED



Executive Chairman

9th Sep 2020

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Standalone Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2020 and the Reports of Directors and Auditors thereon.				
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	8809999	100.0000	8809999	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	8809999	8809999	100.0000	8809999	0	100.0000	0.0000
Public- Institutions	E-Voting	477	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	477	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3140328	1327433	42.2705	1327425	8	99.9994	0.0006
	Poll							
	Postal Ballot (if applicable)							
	Total	3140328	1327433	42.2705	1327425	8	99.9994	0.0006
Total		11950804	10137432	84.8264	10137424	8	99.9999	0.0001
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	
Public Institutions	
Public - Non Institutions	

WARREN TEA LIMITED



Executive Chairman

9th Sep 2020

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of a Director in place of Mr Vinay Kumar Goenka (DIN 00043124), retiring by rotation, who being eligible has offered himself for reappointment.				
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	8809999	100.0000	8809999	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	8809999	8809999	100.0000	8809999	0	100.0000	0.0000
Public- Institutions	E-Voting	477	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	477	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3140328	1327433	42.2705	1327433	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3140328	1327433	42.2705	1327433	0	100.0000	0.0000
Total		11950804	10137432	84.8264	10137432	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	
Public Insitutions	
Public - Non Insitutions	

WARREN TEA LIMITED



Executive Chairman

9th September 2020

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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 Mr Subhajit Kumar Ghosh (DIN 00042335) as Managing Director of the Company without any remuneration payable to him for a period beginning 1st April, 2020 till 5th				
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	8809999	100.0000	8809999	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	8809999	8809999	100.0000	8809999	0	100.0000	0.0000
Public- Institutions	E-Voting	477	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	477	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3140328	1327432	42.2705	1327424	8	99.9994	0.0006
	Poll							
	Postal Ballot (if applicable)							
	Total	3140328	1327432	42.2705	1327424	8	99.9994	0.0006
Total		11950804	10137431	84.8264	10137423	8	99.9999	0.0001
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	
Public Institutions	
Public - Non Institutions	

WARREN TEA LIMITED

Executive Chairman

9th September 2020

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Payment of remuneration to Messrs. Shome & Banerjee, Cost Accountants (FRN 000001) for audit of cost records for financial year 2020-21.				
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	8809999	100.0000	8809999	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		8809999	100.0000	8809999	0	100.0000	0.0000
Public- Institutions	E-Voting	477	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		477	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3140328	1327433	42.2705	1327433	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		3140328	42.2705	1327433	0	100.0000	0.0000
Total		11950804	10137432	84.8264	10137432	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	
Public Institutions	
Public - Non Institutions	

WARREN TEA LIMITED

[Signature]

Executive Chairman

9th September 2020



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of the 43rd (Forty Third) Annual General Meeting (AGM) of Members of Warren Tea Limited (CIN: L01132AS1977PLC001706), held on Wednesday, 9th day of September, 2020 at 11.30 A.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

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 electronic voting 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 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 43rd Annual General Meeting of the Company held on Wednesday, 9th day of September, 2020 at 11.30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:





- (a) The Notice dated 30th June, 2020 convening the 43rd 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 electronically on 13th August, 2020, to the members of the Company whose email addresses were registered with the Company/ Depositories/ RTA.
- (b) Since this AGM was held pursuant to the aforesaid MCA Circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly, in terms of above mentioned MCA and SEBI circulars, the facility for appointment of proxies by the members was also dispensed with.
- (c) 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 electronic voting facility offered by CDSL to the shareholders who did not cast their vote through remote e-voting.
- (d) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 2nd September, 2020 were entitled to vote on the proposed resolutions.
- (e) 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 Sunday, 6th September, 2020 at 9:00 AM (IST) and ended on Tuesday, 8th September, 2020 at 5:00 PM (IST).
- (f) The members present at the meeting exercised their voting rights electronically at the Annual General Meeting as stated above.
- (g) After conclusion of voting at the 43rd Annual General Meeting, the votes cast electronically at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Ms. Mudra Khetan and Ms. Sonal Sarda, who acted as witnesses in accordance





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

- (h) 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 through remote e-voting and electronic voting during the AGM were derived from the report generated from the e-voting website of CDSL, www.evotingindia.com.
- (i) 42 Members have cast their votes through remote e-voting and all such votes are valid, 3 Members have cast their votes electronically during the AGM and all such votes are valid.

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 through e-voting during 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 Standalone Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2020 and the Reports of the Directors and the Auditors thereon.				
(1) Voted in favour of the resolution	10137321	103	10137424	100
(2) Voted against the resolution	--	8	8	Negligible
Total	10137321	111	10137432	100





(3) Invalid votes:	--	--	--	--
Item No. 2 as an Ordinary Resolution: To appoint a Director in place of Mr Vinay Kumar Goenka (DIN 00043124), who retires by rotation and being eligible, offer himself for reappointment.				
(1) Voted in favour of the resolution	10137321	111	10137432	100
(2) Voted against the resolution	--	--	--	--
Total	10137321	111	10137432	100
(3) Invalid votes:	--	--	--	--
SPECIAL BUSINESS				
Item No.3 as an Special Resolution: Reappointment of Mr Subhajit Kumar Ghosh (DIN 00042335) as Managing Director of the Company.				
(1) Voted in favour of the resolution	10137320	103	10137423	100
(2) Voted against the resolution	--	8	8	Negligible
Total	10137320	111	10137431	100
(3) Invalid votes:	--	--	--	--
Item No. 4 as an Ordinary Resolution: Payment of remuneration of Rs. 1,00,000 (Rupees one lac only) together with reimbursement of applicable taxes 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 2020-21.				





(1) Voted in favour of the resolution	10137321	111	10137432	100
(2) Voted against the resolution	--	--	--	--
Total	10137321	111	10137432	100
(3) Invalid votes:	--	--	--	--

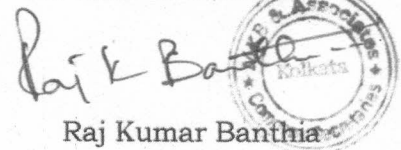
Based on the aforesaid results, the resolution no.(s) 1 to 4 as contained in the Notice have been passed with the requisite majority.

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,

For MKB & Associates



Raj Kumar Banthia

Partner

Membership No.: 17190

COP No.: 18428

FRN: P2010WB042700

Date: 09.09.2020

Place: Kolkata

UDIN: A017190B000685451