



WTL/SEC/S-2

23rd June, 2022

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 45th Annual General Meeting

In accordance with the MCA Circular dated May 05, 2020 read with Circulars dated April 08, 2020, April 13, 2020, April 21, 2020, May 05, 2020, June 15, 2020, December 08, 2021, January 13, 2021, December 14, 2021 and May 05, 2022 collectively referred to as "MCA Circulars"), SEBI Notification Nos. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 applicable provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 45th Annual General Meeting (AGM) of the Company was held on Wednesday , 22nd June, 2022 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). The meeting commenced at 2.01 p.m. and concluded at 2.29 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 the 45th AGM is being conducted through Video Conferencing in compliance with 'MCA Circulars'. He also informed, in accordance with the Circulars of MCA, SEBI and pursuant to the provisions of Section 108 of the Companies Act, 2013 together with relevant Rules framed thereunder 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 2021-22 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.

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The Chairman confirmed that the Chairman of each of the Audit Committee and Nomination and Remuneration Committee was present at the meeting.

He also informed the members that the Chairman of Stakeholders Relationship Committee is unable to be present at this meeting and she has given authorization to Mr. Vinay Kumar Goenka to be present and initiate necessary action on behalf of her at this meeting.

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

With the permission of the members, the Notice convening the 45th AGM was taken as read.

The Chairman covered the items of Ordinary Business and Special Business as listed under serial nos. 1 to 3 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 45th AGM and enable members to participate in AGM electronically. The Chairman informed that remote e-voting opened on 18th June, 2022 (9 a.m.) and concluded on 21st June, 2022 (5 p.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 45th 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, 2022 and the Reports of the Directors and the 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.
- 3) Payment of remuneration to Messrs. Shome & Banerjee, Cost Accountants (FRN 000001) for audit of cost records for financial year 2022-23.

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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.

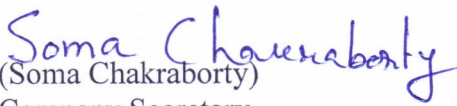
The Chairman informed that the Company has received request from two shareholders to allow them as speaker in the meeting. He requested CDSL to allow them to speak. The Chairman responded appropriately.

The Chairman thanked the members and other board members for their participation in the meeting. He stated that the meeting would stand concluded at the end of 15 minutes.

The Annual General Meeting was concluded with a vote of thanks to the chair.

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	INE712A01212
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)	22-06-2022
Start time of the meeting	02:01 PM
End time of the meeting	02:29 PM

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WARREN TEA LIMITED



Executive Chairman

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Scrutinizer Details

Name of the Scrutinizer	RAJ KUMAR BANTHIA
Firms Name	M/S MKB & ASSOCIATES
Qualification	CS
Membership Number	M NO-A17190/COP NO 18428
Date of Board Meeting in which appointed	28-04-2022
Date of Issuance of Report to the company	23-06-2022

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WARREN TEA LIMITED



Executive Chairman

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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				To consider and adopt the Standalone Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2022 and the Reports of the Directors and the Auditors				
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						
	Postal Ballot (if applicable)							
	Total	8809999	8809999	100.0000	8809999	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	477						
	Postal Ballot (if applicable)							
	Total	477	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1311175	41.7528	1292899	18276	98.6061	1.3939
	Poll	3140328						
	Postal Ballot (if applicable)							
	Total	3140328	1311175	41.7528	1292899	18276	98.6061	1.3939
Total		11950804	10121174	84.6903	10102898	18276	99.8194	0.1806
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

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a Director in place of Mr. Vinay Kumar Goenka (DIN 00043124), who retires by rotation and being eligible, offer 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	100.0000	8809999	0	100.0000	0.0000
	Poll	8809999						
	Postal Ballot (if applicable)							
	Total	8809999	8809999	100.0000	8809999	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	477						
	Postal Ballot (if applicable)							
	Total	477	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1311175	41.7528	1292899	18276	98.6061	1.3939
	Poll	3140328						
	Postal Ballot (if applicable)							
	Total	3140328	1311175	41.7528	1292899	18276	98.6061	1.3939
Total		11950804	10121174	84.6903	10102898	18276	99.8194	0.1806
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

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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				To finalize the remuneration of the Cost Auditors of the Company for the financial year 2022-23.				
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						
	Postal Ballot (if applicable)							
	Total	8809999	8809999	100.0000	8809999	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	477						
	Postal Ballot (if applicable)							
	Total	477	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1311175	41.7528	1292899	18276	98.6061	1.3939
	Poll	3140328						
	Postal Ballot (if applicable)							
	Total	3140328	1311175	41.7528	1292899	18276	98.6061	1.3939
Total		11950804	10121174	84.6903	10102898	18276	99.8194	0.1806
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



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 45th (Forty-fifth) Annual General Meeting (AGM) of Members of Warren Tea Limited (CIN: L01132AS1977PLC001706), held on Wednesday, 22nd day of June, 2022 at 2 P.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, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, 8th December, 2021, 14th December, 2021 and 5th May, 2022 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 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May, 2020 and 15th January, 2021 and Secretarial Standards on General Meetings, in respect of the below mentioned resolutions proposed at the 45th Annual General Meeting of the Company held on Wednesday, 22nd day of June, 2022 at 2 P.M. through Video





Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:

- (a) The Notice dated 28th April, 2022 convening the 45th 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 25th May, 2022 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 were 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. 15th June, 2022 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 Saturday, 18th June, 2022 at 9:00 AM (IST) and ended on Tuesday, 21st June, 2022 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 45th 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 Mr. Rishabh Dev Chauhan and Ms. Khushi Nangalia, 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) 32 Members have cast their votes through remote e-voting and all such votes are valid, 1 Member has cast his vote electronically during the AGM and such vote is 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, 2022 and the Reports of the Directors and the Auditors thereon.				
(1) Voted in favour of the resolution	1,01,02,897	1	1,01,02,898	99.8194





(2) Voted against the resolution	18,276	--	18,276	0.1806
Total	1,01,21,173	1	1,01,21,174	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	1,01,02,897	1	1,01,02,898	99.8194
(2) Voted against the resolution	18,276	--	18,276	0.1806
Total	1,01,21,173	1	1,01,21,174	100
(3) Invalid votes:	--	--	--	--

SPECIAL BUSINESS

Item No. 3 as an Ordinary Resolution:

Ratification of remuneration payable to cost accountant..

(1) Voted in favour of the resolution	1,01,02,897	1	1,01,02,898	99.8194
(2) Voted against the resolution	18,276	--	18,276	0.1806
Total	1,01,21,173	1	1,01,21,174	100
(3) Invalid votes:	--	--	--	--



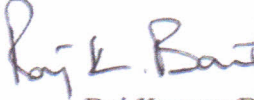


Based on the aforesaid results, the resolution no(s) 1 to 3 as contained in the Notice have been passed with the requisite majority.

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.

For MKB & Associates
Company Secretaries

Firm Reg No: P2010WB042700


Raj Kumar Banthia
Partner



Date: 23.06.2022
Place: Kolkata
UDIN: A017190D000521969

Membership no. 17190
COP no. 18428