



WTL/SEC/S-2

13th September, 2023

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 46th Annual General Meeting

In accordance with the MCA General Circular number 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/2020 dated 05.05.2020, 28/2020 dated 17/08/2020, 02/2021 dated 13/01/2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 02/2022 dated 05.05.2022 and 10/2022 dated 28.12.2022 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India Notification nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/POD-2/P/CIR/2023/4 January 5, 2023 ('SEBI Circulars'), the 46th Annual General Meeting (AGM) of the Company was held on 12th September, 2023 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). The meeting commenced at 2.00 PM and concluded at 2.28 PM.

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 46th AGM is being conducted through Video Conferencing in compliance with 'MCA Circulars and 'SEBI 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 2022-23 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.

CIN : L01132AS1977PLC00706

website : www.warrentea.com

Corporate Office : 8th Floor, 'Johar Building', P-1, Hide Lane, Kolkata 700 073

Telephone : 033 22360025, Email : corporate@warrentea.com

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



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

The Chairman informed the members that the Chairman of Audit Committee, Nomination and Remuneration Committee is unable to be present at this meeting and he has given authorization to Mr. Vinay Kumar Goenka to be present and initiate necessary action on behalf of him at this meeting.

The Chairman also confirmed that the Chairman of Stakeholders Relationship Committee was present at the 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 46th 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 46th AGM and enable members to participate in AGM electronically. The Chairman informed that remote e-voting opened on 8th September, 2023 (9 a.m.) and concluded on 11th September, 2023 (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 46th 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.

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ORDINARY BUSINESS

1. Adoption of Audited Standalone Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2023 alongwith the Reports of the Board of Directors and the Auditors thereon.
2. Appointment of Director in place of Mr Vinay Kumar Goenka (DIN 00043124) retiring by rotation who being eligible has offered himself for reappointment.

SPECIAL BUSINESS
(SPECIAL RESOLUTION)

3. Shifting of Registered Office of the Company from the "State of Assam" to "State of West Bengal" and consequent amendment to the Memorandum of Association of the Company.

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 6 nos. 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.

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
Digitally signed by SOMA CHAKRABARTI
Date: 2023.09.13.12:02:12 +05'30'
CHAKRABARTI
(Soma Chakrabarty)
Company Secretary

CIN : L01132AS1977PLC00706 website : www.warrentea.com

Corporate Office : 8th Floor, 'Johar Building', P-1, Hide Lane, Kolkata 700 073
Telephone : 033 22360025, Email : corporate@warrentea.com

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

XBRL Excel Utility	
1.	Overview
2.	Before you begin
3.	Index
4.	Import XBRL file
5.	Steps for Filing Voting Result
6.	Fill up the data in excel utility

1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Voting Result

XBRL filling consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to BSE Listing Center Website (www.listing.bseindia.com) .

2. Before you begin

- The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above.
- The system should have a file compression software to unzip excel utility file.
- Make sure that you have downloaded the latest Excel Utility from BSE Website to your local system.
- Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility
- Please enable the Macros (if disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file.

3. Index

1	Details of general information about company	General Info
2	Voting Result By Companies	Voting Results
3	Voting Result Format	Resolutions

4. Import XBRL file

- Now you can import and view previously generated XBRL files by clicking Import XBRL button on General

5. Steps for Filing Voting Result

I. Fill up the data: Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.)

- Use paste special command to paste data from other sheet.
- Use "Home" button (cntrl + H) to toggle between the sheets.

II. Validating Sheets: Click on the "Validate" button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same.

III. Validate All Sheets: Click on the "Home" button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets.

Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.

IV. Generate XML : Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on 'Generate XML' to generate XBRL/XML file.

- Save the XBRL/XML file in your desired folder in local system.

V. Generate Report : Excel Utility will allow you to generate Report. Now click on 'Generate Report' to generate html report.

- Save the HTML Report file in your desired folder in local system.
- To view HTML Report open "Chrome Web Browser" .
- To print report in PDF Format, Click on print button and save as PDF.

VI. Upload XML file to BSE Listing Center: For uploading the XBRL/XML file generated through Utility, login to BSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML.

6. Fill up the data in excel utility

- Cells with red fonts indicate mandatory fields.
- If mandatory field is left empty, then Utility will not allow you to proceed further for generating XML.
- You are not allowed to enter data in the Grey Cells.
- If fields are not applicable to your company then leave it blank. Do not insert Zero unless it is a mandatory field.
- Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML.
- Select data from "Dropdown list" wherever applicable.
- Adding Notes: Click on "Add Notes" button to add notes

Next

WARREN TEA LIMITED

Executive Chairman

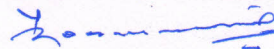
[Home](#)[Validate](#)[Import XML](#)

General information about company

Scrip code	508494
NSE Symbol	
MSEI Symbol	
ISIN	INE712A01212
Name of the company	WRREN TEA LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	12-09-2023
Start time of the meeting	02:00 PM
End time of the meeting	02:28 PM

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WARREN TEA LIMITED



Executive Chairman

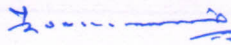
[Home](#)[Validate](#)

Scrutinizer Details

Name of the Scrutinizer	RAJ KUMAR BANTHIA
Firms Name	MKB & ASSOCIATES
Qualification	CS
Membership Number	A 17190 , COP 18428
Date of Board Meeting in which appointed	28-07-2023
Date of Issuance of Report to the company	12-09-2023

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WARREN TEA LIMITED



Executive Chairman

WARREN TEA LIMITED


Executive Chairman

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Voting results	
Record date	05-09-2023
Total number of shareholders on record date	10378
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	36
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	Add Notes

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WARREN TEA LIMITED


Executive Chairman

WARREN TEA LIMITED

PROVINE DESIGNS

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Validate

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, 2023 alongwith the Reports of the Board of 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	54034						
	Postal Ballot (if applicable)							
	Total	54034	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		5347	0.1732	4668	679	87.3013	12.6987
	Poll	3086771						
	Postal Ballot (if applicable)							
	Total	3086771	5347	0.1732	4668	679	87.3013	12.6987
Total		11950804	8815346	73.7636	8814667	679	99.9923	0.0077
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

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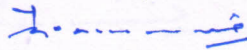
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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Director in place of Mr Vinay 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	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	54034						
	Postal Ballot (if applicable)							
	Total	54034	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		5347	0.1732	4668	679	87.3013	12.6987
	Poll	3086771						
	Postal Ballot (if applicable)							
	Total	3086771	5347	0.1732	4668	679	87.3013	12.6987
Total		11950804	8815346	73.7636	8814667	679	99.9923	0.0077
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

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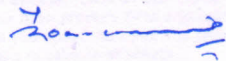
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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Shifting of Registered Office of the Company from the "State of Assam" to "State of West Bengal" and consequent amendment to the Memorandum of Association of the Company.				
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	54034						
	Postal Ballot (if applicable)							
	Total	54034	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		5347	0.1732	4668	679	87.3013	12.6987
	Poll	3086771						
	Postal Ballot (if applicable)							
	Total	3086771	5347	0.1732	4668	679	87.3013	12.6987
Total		11950804	8815346	73.7636	8814667	679	99.9923	0.0077
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

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 46th (Forty Sixth) Annual General Meeting (AGM) of Members of Warren Tea Limited (CIN: LQ1132AS1977PLC001706), held on Tuesday, 12th day of September, 2023 at 2:00 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-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, 2/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022 respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12th May, 2020, 15th January, 2021 and 5th January, 2023 and Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 46th Annual General Meeting of the Company held on Tuesday, 12th day of September, 2023 at 2:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:





- (a) The Notice dated 28th July, 2023 convening the 46th 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 16th August, 2023, 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. Tuesday, 5th September, 2023 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 Friday, 8th September, 2023 at 9:00 AM (IST) and ended on Monday, 11th September, 2023 at 5:00 PM (IST).
- (f) The members present at the meeting exercised their voting rights electronically through facility offered by Central Depository Services (India) Limited (CDSL).





- (g) After conclusion of voting at the 46th 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. Khushi Nangalia and Ms. Kiran Joshi, 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) A total of 30 Members have cast their vote, out of which 29 Members have cast their votes through remote e-voting and 1 Member has 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, 2023 along with the Reports of the Board of Directors and the Auditors thereon.				
(1) Voted in favour of the resolution	8814667	--	8814667	99.9923





(2) Voted against the resolution	678	1	679	0.0077
Total	8815345	1	8815346	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, offers himself for reappointment.

(1) Voted in favour of the resolution	8814667	--	8814667	99.9923
(2) Voted against the resolution	678	1	679	0.0077
Total	8815345	1	8815346	100
(3) Invalid votes	--	--	--	--

SPECIAL BUSINESS

Item No. 3 as a Special Resolution: Shifting of Registered Office of the Company from the State of Assam to the State of West Bengal and consequent amendments to the Memorandum of Association of the Company.

(1) Voted in favour of the resolution	8814667	--	8814667	99.9923
(2) Voted against the resolution	678	1	679	0.0077
Total	8815345	1	8815346	100





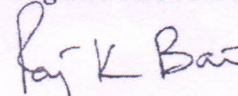

(3) Invalid votes:	--	--	--	--
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Based on the aforesaid results, the resolution no.(s) 1 to 3 as contained in the Notice have been passed with the requisite majority.

The remote e- voting register and other related papers/ registers and records, as applicable, 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.

Date: 12.09.2023
Place: Kolkata
UDIN: A017190E000994210

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB047700

Raj Kumar Banerjee
Partner

Membership no. 17190
COP no. 18428