

## Notice

NOTICE is hereby given that the Forty-second Annual General Meeting of Warren Tea Limited will be held at the G S R Memorial Complex at Deohall Tea Estate, P O Hoogrijan, Dist.- Tinsukia, Assam 786 601 on Wednesday 11th September, 2019 at 10.00 am for the following purposes:

### ORDINARY BUSINESS

1. To consider and adopt the Standalone Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2019 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr Subhajit Kumar Ghosh (DIN 00042335), who retires by rotation and being eligible, offer himself for reappointment.
3. To reappoint Messrs B M Chatrath & Co LLP, Chartered Accountants as Statutory Auditors to hold office till the conclusion of Forty-fourth Annual General Meeting of the Company and to fix their remuneration.

### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

4. "RESOLVED THAT the Company hereby approves the reappointment and remuneration payable to Mr Vinay Kumar Goenka (DIN 00043124) as Executive Chairman of the Company for a period of two years from 1st April, 2019 on the terms and conditions set out in the Agreement, as approved by the Nomination and Remuneration Committee, to be made between the Company of the One Part and Mr Goenka of the Other Part, a draft of which initialled by the Chairman is placed before the Meeting and that such remuneration be paid to Mr Goenka as minimum remuneration notwithstanding that the same being in excess of the limits provided in Section 197 or Schedule V of the Companies Act, 2013."

To consider and if thought fit, to pass with or without modifications the following Resolution as an Ordinary Resolution:

5. "RESOLVED THAT approval be and is hereby accorded for payment of remuneration of ₹ 1,00,000 (Rupees One Lakh 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 2019-20."

Suvira House  
4B, Hungerford Street  
Kolkata 700017  
30th May, 2019

By Order of the Board  
Siddhartha Roy  
*President-Legal*  
& *Company Secretary*

**Notice** (Continued)

**Notes :**

1. The Members may exercise their rights to vote on the Resolutions contained in the Notice by electronic means for which necessary facility has been provided and the instructions therefor are attached.
2. In terms of Section 105(2) of the Companies Act, 2013 intimation is hereby given that a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.  

A Proxy, in order to be effective, must be received at the Company's Registered Office at Deohall Tea Estate, P O Hoogrijan, Dist. Tinsukia, Assam 786 601 not less than forty eight hours before the Meeting.
3. Relevant details in respect of Item No. 2 of the Notice pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given hereinafter; particulars relating to Item No.3 of the Notice pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and details in respect of Item Nos. 4 and 5 of the Notice are included in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 given hereinafter.
4. The Register of Members and Share Transfer Books will remain closed from 5th September, 2019 to 11th September, 2019 (both days inclusive) for the purpose of the Annual General Meeting.
5. Pursuant to Section 136 of the Companies Act, 2013, printed abridged financial statements are being sent to the Members. Members requiring a copy of the full Annual Report may write to the Company's Registrar and Share Transfer Agent.
6. The Company is registered with National Securities Depository Ltd. and Central Depository Services (India) Ltd. for dematerialization of its Equity Shares which has been allotted the ISIN INE712A01012. CB Management Services (P) Limited having their office at P-22 Bondel Road, Kolkata 700 019 are the Registrar and Share Transfer Agent of the Company.
7. Members are requested to intimate their e-mail Id in the attached form.
8. Members holding shares in physical form are requested to:
  - a. notify any change in their addresses and communicate on all matters pertaining to their shareholdings with the Company's Registrar and Share Transfer Agent at Kolkata, quoting their respective Ledger Folio Numbers;
  - b. note that as per provisions of the Companies Act, 2013 facility for making nominations is available for Members in respect of Equity Shares held by them;
  - c. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN/Bank Account particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN/Bank Account particulars details to the Company/RTA.

**Notice (Continued)**

9. i. Pursuant to Section 205A of the Companies Act, 1956 all dividends declared and relative dividend warrants posted upto and including the Dividend for the year 1993-94 paid on 8th November, 1994 and remaining unclaimed by Members have been transferred to the General Revenue Account of the Central Government. Members who have not encashed their dividend warrants in respect of the said period are requested to prefer their claims to the Registrar of Companies, North Eastern Region, at Morello Building, Shillong 793 001, Meghalaya. In case any assistance is required, Members are requested to write to the Company's Registrar and Share Transfer Agent.
- ii. Pursuant to Section 205A of the Companies Act, 1956 dividends declared from 1994-95 upto 2002-03 and remaining unclaimed by the Members have been transferred to the Investor Education and Protection Fund constituted by the Central Government under Section 205C of the said Act.

**DETAILS OF DIRECTOR RETIRING BY ROTATION AND SEEKING REAPPOINTMENT**

[In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director : Mr Subhajit Kumar Ghosh (DIN 00042335)

**Brief Resumé:**

Mr Ghosh is a fellow Member of the Institute of Chartered Accountants of India and a Member of the Institute of Internal Auditors, U.S.A. He has been working in the tea industry for the last 43 years and has considerable exposure to that industry.

**Expertise in specific Functional Areas:**

Accounts, Finance, Audit and Taxation and various other operational and administrative areas.

**Directorships and Committee Memberships of other companies:**

NIL

**Shareholding in the Company:**

Mr Ghosh holds 1 equity share of ₹ 10 in the Company.

**Relationship with other Directors :**

Mr Ghosh is not related to any Director of the Company.

**EXPLANATORY STATEMENT  
(Pursuant to Section 102 of the Companies Act, 2013)****Item No. 3**

Messrs B M Chatrath & Co LLP had been appointed as Statutory Auditors of the Company at the 37th Annual General Meeting held on 10th September, 2014 to hold office till the conclusion of the 42nd Annual General Meeting prior to which they had been Statutory Auditors of the Company for three consecutive years in respect of the financial years 2011-12 to 2013-14.

**Notice (Continued)**

In terms of the relevant provisions of the Companies Act, 2013 ('the Act') and the Rules framed thereunder Messrs B M Chatrath & Co LLP may be reappointed as Statutory Auditors for a maximum of two more years and being eligible have offered themselves for reappointment.

Messrs B M Chatrath & Co LLP have given their consent to be reappointed as Statutory Auditors of the Company and have confirmed that the said reappointment, if made, will be in accordance with Section 141 of the Act and the relevant Rules framed thereunder.

Messrs B M Chatrath & Co LLP is a highly reputed firm of Chartered Accountants of more than fifty years, providing audit, assurance and other services to reputed private and public sector companies including banks and have also been associated with the tea industry over several decades. The Audit Committee has recommended their reappointment to hold office till the conclusion of the 44th Annual General Meeting at a remuneration of ₹ 9 Lakhs per annum for Statutory Audit (including for Consolidated Financial Statements) together with reimbursement of GST and out of pocket expenses.

The Board of Directors of the Company ('the Board') considers that such reappointment of Messrs B M Chatrath & Co LLP would be beneficial for the Company. The Resolution set out in Item No.3 of the Convening Notice is to be considered accordingly and the Board recommends its acceptance.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in Item No. 3 of the Convening Notice.

**Item No. 4**

Mr Vinay K Goenka (Mr Goenka) (DIN 00043124) had been reappointed as Chairman for a period of 3 years with effect from 1st April, 2016 (approved by the shareholders at the Annual General Meeting held on 1st August, 2016), which term of office expired on 31st March, 2019. The Board at its Meetings held on 28th March, 2019 and 30th May, 2019 reappointed Mr Goenka as Executive Chairman of the Company for a period of 2 years with effect from 1st April, 2019, on the terms and conditions contained in the Agreement to be entered into by the Company with Mr Goenka, subject to the approval of the Members of the Company in accordance with the requirements of Schedule V to the Act. The remuneration payable to Mr Goenka for such period of reappointment has been approved by the Nomination and Remuneration Committee at its Meetings held on 20th March, 2019 and 30th May, 2019.

The principal terms and conditions of Mr Goenka's reappointment are as follows:

- A. Salary:  
₹ 3,85,000 per month
- B. In addition to the above salary, bonus is payable to Mr Goenka, subject to a ceiling of 100 (One Hundred) percent of his annual salary as may be decided by the Board from time to time.
- C. Perquisite entitlement of Mr Goenka :

In addition to salary and bonus, Mr Goenka will be entitled to perquisites like house rent allowance or furnished accommodation, gas, electricity, water and furnishings, use of Company cars, medical reimbursement for self and family, leave travel concession for self and family, club fees, personal accident insurance, retirement benefits etc., in accordance with the Rules of the Company; in addition, he may be paid a Special Allowance as may be decided by the Board from time to time. Perquisites shall be valued as per Income Tax Rules, wherever applicable,

**Notice (Continued)**

and in the absence of any such rule, shall be valued at actual cost. The aggregate of the total salary and monetary value of all perquisites and retirement benefits in accordance with the Rules of the Company payable to Mr Goenka and other Managing/ Whole-time Directors shall not exceed 10% of the profits of the Company calculated in accordance with Section 197 of the Act.

In the event of absence or inadequacy of profits of the Company in any financial year during the period of reappointment of Mr Goenka, he shall be entitled to receive/ enjoy his aforesaid remuneration including perquisites as minimum remuneration subject to necessary approvals, wherever so required.

Mr Goenka will not receive any sitting fees for attending Meetings of the Board or any Committee thereof.

The Agreement also sets out mutual rights and obligations of the parties.

The reappointment and remuneration of Mr Goenka as Executive Chairman of the Company require the approval of the Members of the Company in General Meeting in terms of Part III of Schedule V to the Act and the remuneration payable also requires the approval of the Company in General Meeting under Section 197 of the Act.

The reappointment of Mr Goenka on the terms proposed satisfies the conditions laid down in Parts I, II and Clause 1 of Part III of Schedule V to the Act.

**Brief Resumé:**

**The information required to be furnished pursuant to Section II of Part II to the said Schedule V of the Act, Secretarial Standard on General Meetings and Regulation 36 (3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 is set out hereinafter :**

I. General Information :

- (1) Nature of industry:  
Plantation, manufacture and sale of Tea.
- (2) Date or expected date of commencement of commercial production:  
Warren's operations in tea plantation dates back to 1850. Since 1977 Warren Tea Limited has been selling tea in India and abroad.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:  
Not applicable.
- (4) Financial performance based on given indicators:  
Financial performance (audited) over the last three financial years is set out as under:-

**Notice (Continued)**

(₹ in Lakhs)

| <u>Year ended</u>          | <u>31st March,<br/>2017</u> | <u>31st March,<br/>2018</u> | <u>31st March,<br/>2019</u> |
|----------------------------|-----------------------------|-----------------------------|-----------------------------|
| Gross Revenue              | 11 155.36                   | 12 037.54                   | 11 951.06                   |
| Profit/(Loss) before tax   | (2370.27)                   | (1 077.90)                  | (2377.48)                   |
| Profit/(Loss) after tax    | (1 628.26)                  | (789.24)                    | (1 592.03)                  |
| Total Comprehensive Income | (1 760.17)                  | (4 14.60)                   | (1 218.07)                  |

## (5) Foreign investments or collaborations, if any:

As on 31st March, 2019 foreign investment was 131330 equity shares of ₹ 10 each in the Company.

## II. Information about the appointee:

## (1) Background Details/Brief Resumé:

|  |   |
|--|---|
| Name of Director   | Mr Vinay Kumar Goenka   |
| Date of Birth/Age (Years)                                      | 5th July, 1958 (61)   |
| Date of Appointment as Director                                | 4th April, 1983   |
| Qualification  | BSc (Botany)  |
| Expertise and experience in specific functional areas          | Mr Goenka has more than four decades of business experience in areas including Plantation, Manufacturing, Marketing and Export of Tea and has held several important positions. |
| Shareholding in the Company                                    | Mr Goenka holds 3601229 Equity Shares of ₹ 10 each in the Company.  |
| No. of Board Meetings Attended                                 | Mr Goenka had attended six Meetings of the Board.   |
| Other Directorship, Membership/ Chairmanship of Committees     | Mr Goenka is not a Director or a Committee Member of any other company.   |
| Relationship with other Directors and Key Managerial Personnel | Mr Goenka is not related to any other Director or Key Managerial Personnel of the Company.  |

## (2) Past remuneration :

|         |                      |
|---------|----------------------|
| 2016-17 | ₹ 3,35,000 per month |
| 2017-18 | ₹ 3,60,000 per month |
| 2018-19 | ₹ 3,85,000 per month |

## (3) Recognition or Awards :

- a) Honorary Consul of Ecuador in Kolkata.
- b) Represented Government of India as a Member of Trade Delegation to Pakistan.

**Notice** (Continued)

- c) Represented Government of India as a Member of Tea Trade Delegation to FAO (United Nations).
  - d) Nominated by the Government of India as Member of Expert Group of Commodities Board of FAO (United Nations).
- (4) Job profile and his suitability:
- Mr Goenka has more than four decades of experience in tea industry and has held several important positions as Chairman of the Consultative Committee of Plantation Association, Indian Tea Association and Darjeeling Planters Association, Chairman & Director of Indian Institute of Plantation Management and Vice Chairman of the Tea Board of India.
- (5) Remuneration :
- As disclosed in the Explanatory Statement in the principal terms and conditions of Mr Goenka's reappointment.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) :
- The remuneration as proposed is comparable with that of other companies of similar size.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any :
- Other than remuneration receivable as Executive Chairman Mr Goenka is not entitled to receive any other payment from the Company other than dividend, if any, payable to Members. Mr Goenka is not related to any other Director of the Company.

III. Other information:

- (1) Reason of loss or inadequate profits:
- Vagaries of weather predominantly as a result of global climatic changes as well as infestation of pests have affected the volume of tea produced which along with increase in costs, mainly of wages, have affected the Company's profitability.
- (2) Steps taken or proposed to be taken for improvement:
- In response to the need of the day, the Company has adopted appropriate agricultural practices and also adapting them to situational demands with a view to increasing production and thereby supporting a positive price trajectory.
- (3) Expected increase in productivity and profits in measurable terms:
- Though weather conditions can never be predicted with certainty but with agricultural practices adapted to meet the environmental changes, the target crop for the current year is 7.78 Million Kgs. Marketing efforts have also been stepped up and it is expected to obtain improved unit price realizations in the current year which would by and large contain unit cost.

**Notice (Continued)**

A copy of the draft Agreement referred to in the Special Resolution set out in Item No. 4 of the Convening Notice will be available for inspection by the Members of the Company at its Registered Office and Corporate Office on any working day prior to the date of the Meeting between 2.00 p.m. and 4.00 p.m. and will also be available at the Meeting.

The Special Resolution set out in Item No.4 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance.

Except Mr Goenka being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the Special Resolution set out at Item No. 4 of the Convening Notice.

**Item No. 5**

Pursuant to Section 148(3) of the Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the Board at their Meeting held on 30th May, 2019, based on the recommendations of the Audit Committee, approved the appointment of M/s Shome & Banerjee, Cost Accountants (FRN 000001) as Cost Auditors of the Company for the financial year 2019-20 at a fee of ₹ 1,00,000 together with reimbursement of applicable taxes and out of pocket expenses, if any, for conducting the audit of the cost records of the Company. In accordance with the said provision the remuneration payable to the Cost Auditors has to be approved by the Members.

The Resolution set out in Item No. 5 of the Convening Notice is to be considered accordingly and the Board recommends its acceptance.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No.5 of the Convening Notice.

Suvira House  
4B, Hungerford Street  
Kolkata 700017  
30th May, 2019

By Order of the Board  
Siddhartha Roy  
*President-Legal  
& Company Secretary*



**Notice (Continued)**

**INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS**

- 1) In compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder the Company is pleased to provide the Members facility of voting by electronic means in respect of business to be transacted at the Annual General Meeting (Meeting) which includes remote e-voting (i.e. voting electronically from a place other than the venue of the Meeting) by using the electronic voting facility provided by Central Depository Services (India) Limited (CDSL). The facility for voting through Ballot (Polling) paper shall be made available at the Meeting and Members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right to vote at the Meeting through Polling paper.
- 2) Persons who have acquired shares and became Members after the dispatch of the Notice of the Meeting but before the 'Cut-off Date' of 4th September, 2019 may obtain their User ID and Password for remote e-voting by sending a request to the Company's Registrar & Share Transfer Agent, C B Management Services (P) Ltd, P-22, Bondel Road, Kolkata – 700 019 at [ra@cbmsl.com](mailto:ra@cbmsl.com) quoting DP ID/CL ID/Folio No. as the case may be along with PAN No.
- 3) The e-voting period commences on 7th September, 2019 at 9.00 am and ends on 10th September, 2019 at 5.00 pm.

The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder he shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 7th September, 2019 (9.00 am) and ends on 10th September, 2019 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date of 4th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through Polling paper shall be made available at the Meeting and the Members attending the Meeting who have not cast the vote by remote e-voting shall be able to exercise their right to vote at the Meeting through Polling paper.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "shareholders" tab.
- (iv) Now enter your User Id
  - a. For CDSL : 16 digits beneficiary Id,
  - b. For NSDL : 8 Character DP ID followed by 8 digits Client Id,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, thereon your existing password is to be used.

**Notice** (Continued)

(vi) If you are a first time user the steps given below :

|                       | For Members holding shares in Demat Form and Physical Form  |
|-----------------------|---|
| PAN                   | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are required to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number has been sent separately along with these instructions.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of '0's before the number after the first two characters of the name in CAPITAL letters e.g. if your name is Satish Kumar with sequence number 1 then enter SA00000001 in the PAN field.</li> </ul> |
| DOB                   | Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.   |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the Member ID /Folio Number in the Dividend Bank details field as mentioned in instruction (vii).</li> </ul>   |

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the 'new password' field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with another person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant 'Company Name' on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish the entire resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

**Notice** (Continued)

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image Verification code and click on ‘Forgot Password’ and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create ‘Compliance user’ which should be created using the Admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote in.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the “Frequently Asked Questions” (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under Help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- (xx) The e-voting period commences on 7th September, 2019 (9.00 am) and ends on 10th September, 2019 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off Date of 4th September, 2019.

Mr Raj Kumar Bantia, Company Secretary in Practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall unblock the votes cast through remote e-voting, after counting the votes cast at the Meeting in the presence of at least two (2) witnesses not in the employment of the Company and submit a consolidated Scrutinizer’s Report of the votes cast in favour or against, if any forthwith to the Chairman of the Company.

The Results shall be declared in accordance with applicable regulations and the same along with the Scrutinizer’s Report shall be placed on the websites of the Company and CDSL immediately after the result is declared by the Chairman; the Results shall also be forwarded to the Stock Exchanges where the shares of the Company are listed.



## **WARREN TEA LIMITED**

Registered Office : Deohall Tea Estate  
P. O. Hoogrijan, Dist. Tinsukia, Assam 786 601  
Tel: +91 9531045098, Email: corporate@warrentea.com  
CIN: L01132AS1977PLC001706, website: www.warrentea.com

### **42<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Warren Tea Limited**

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

The Company has duly completed despatch of Annual Report for the Financial Year 2018-19 together with the Notice of 42<sup>nd</sup> Annual General Meeting on 3<sup>rd</sup> August, 2019 by sending e-mails through C B Management Services (P) Limited (RTA) to the Members whose e-mail ids are registered with the Company/Depositories and on 6<sup>th</sup> August, 2019 to the Members whose e-mail ids are not registered with the Company/Depositories in the permitted mode.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the relevant Rules thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to the Members of the Company to enable them to cast their votes electronically in respect of all businesses set out in the Notice of the 42<sup>nd</sup> Annual General Meeting through Central Depository Services (India) Limited (CDSL). Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, 4<sup>th</sup> September, 2019, may cast their votes electronically or by voting at the AGM through Ballots. The remote e-voting period commences on 7<sup>th</sup> September, 2019 at 9.00 a.m. and ends on 10<sup>th</sup> September, 2019 at 5.00 p.m. as the electronic voting module shall be disabled for voting thereafter.

The Company will also make available the facility for voting through ballot at the venue of Annual General Meeting which will be applicable for voting by shareholders attending the Meeting who have not already cast their votes by remote e-voting.

Any person who becomes a Member after the despatch of the Notice of the 42<sup>nd</sup> Annual General Meeting and holds shares as on the cut-off date i.e. 4<sup>th</sup> September, 2019 may obtain the user id and password by sending a request to the Registrar and Transfer Agent of the Company at [rta@cbmsl.com](mailto:rta@cbmsl.com). Members who have cast their votes through remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to vote again at the Annual General Meeting.

The Notice of the 42<sup>nd</sup> Annual General Meeting is available on the website of the Company at [www.warrentea.com](http://www.warrentea.com) and on the CDSL website at [www.cdslindia.com](http://www.cdslindia.com). In case you have any queries or issues regarding voting by electronic means, you may contact Mr Sujit Sengupta, Manager, C B Management Services (P) Limited, P-22 Bondel Road, Kolkata 700 019 at [rta@cbmsl.com](mailto:rta@cbmsl.com) or at 033 4011 6700 and also refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Register of Members and Share Transfer Book will remain closed from 5<sup>th</sup> September, 2019 to 11<sup>th</sup> September, 2019 (both days inclusive) for the purpose of the 42<sup>nd</sup> Annual General Meeting.

Date : 10.08.2019  
Place : Kolkata

For Warren Tea Limited  
Siddhartha Roy  
President-Legal & Company Secretary