

## Notice

NOTICE is hereby given that the Forty-third Annual General Meeting of Warren Tea Limited will be held on Wednesday, 9th September, 2020 at 11.30 am through Video Conferencing ("VC")/other Audio Visual Means ("OAVM") in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5<sup>th</sup> May, 2020, 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 respectively to transact the following business :-

### ORDINARY BUSINESS

1. 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.
2. To appoint a Director in place of Mr Vinay Kumar Goenka (DIN 00043124) , who retires by rotation and being eligible, offer himself for reappointment.

### SPECIAL BUSINESS

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

3. "RESOLVED THAT the Company hereby approves the reappointment of Mr Subhajit Kumar Ghosh (DIN 00042335) as Managing Director of the Company without any remuneration payable to him for a period beginning 1<sup>st</sup> April, 2020 till 5<sup>th</sup> June, 2020 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 Ghosh of the Other Part, a draft of which initialled by the Chairman is placed before the Meeting in accordance with the provisions of Section 196, 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:

4. "RESOLVED THAT approval be and is hereby accorded for payment of remuneration of ₹ 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."

Suvira House  
4B, Hungerford Street  
Kolkata 700 017  
30<sup>th</sup> June, 2020

By Order of the Board  
Soma Chakraborty  
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. 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; and details in respect of Item Nos. 3 and 4 of the Notice are included in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 given hereinafter.
3. The Company is registered with National Securities Depository Ltd. and Central Depository Services (India) Ltd. (CDSL) for dematerialization of its Equity Shares which has been allotted the ISIN INE712A01012. CB Management Services (P) Limited ("CBMSL") having their office at P-22 Bondel Road, Kolkata 700 019 is the Registrar and Share Transfer Agent of the Company.
4. 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 CBMSL, at their e-mail id [rta@cbmsl.com](mailto:rta@cbmsl.com) , 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.
5.
  - 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.
6. In view of continuing COVID – 19 pandemic, and restriction imposed on movement of people at several places in the country, the Ministry of Corporate Affairs ('MCA') has vide its Circular dated May 05, 2020 read with Circulars dated April 08, 2020 and April 13, 2020 collectively referred to as "MCA Circulars") and the securities and Exchange Board of India vide its Circular dated May 12, 2020 have permitted the holding of the Annual General Meeting ('AGM') through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 43<sup>rd</sup> AGM of the Company will be held through video conferencing ('VC') or other audio visual means ('OAVM'). Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is attached and the same will also be available at the website of the Company at [www.warrentea.com](http://www.warrentea.com).

## Notice (Continued)

In view of the prevailing situation and pursuant to the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the Forty-third AGM along with the Annual Report for the financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and no physical copy of the Annual Report has been sent by the Company to any member. Members may note that the Notice of Forty-third AGM and Annual Report for the financial year 2019-20 will also be available on the Company's website at [www.warrentea.com](http://www.warrentea.com), websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) for their view/download.

7. In compliance with the said circulars, the Company has also published a public notice by way of an advertisement advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent or Depository participants, as the case may be, to register their e-mail ids with them.
8. In terms of the aforesaid circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
9. The members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and to the Company and CB Management Services (P) Ltd, in case the shares are held by them in physical form by writing at [investors@warrentea.com](mailto:investors@warrentea.com) and [rta@cbmsl.com](mailto:rta@cbmsl.com) respectively, their e-mail addresses along with the copy of the signed request letter mentioning the Folio No., name and address of the member along with scanned copy of share certificate (front/back), self-attested copy of the PAN Card and self-attested copy of any document ( eg. Driving Licence, Election Identity Card, Passport) in support of the address of the member on or before 2<sup>nd</sup> September, 2020. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid date enabling them to participate in the meeting and cast their votes.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code., etc. to their DPs in case the share are held by them in electronic form and to CB Management Services Pvt. Limited in case the shares are held by them in physical form.
11. Voting rights of the members ( for voting through remote e-voting or e-voting system provided in the Meeting itself shall be in proportion to shares of the paid up equity share of the Company as on the cut-off date i.e. 2<sup>nd</sup> September, 2020. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners ( as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e-voting system provided in the meeting.
12. Only bona fide members of the Company whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
13. The facility for joining AGM through VC/OVAM will be available for up to 1,000 Members and members may join on first come first serve basis. However , the above restriction shall not be applicable to members holding more than 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel (s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The Company will conduct the

## Notice (Continued)

AGM through VC/OAVM from its corporate Office, i.e. Suvira House, 4B, Hungerford Street, Kolkata 700 017, to be the venue of the meeting.

16. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be uploaded in PDF format in the system for the scrutinizer to verify the same. Alternatively Non Individual members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) and to the Company at [investors@warrentea.com](mailto:investors@warrentea.com) or to Registrar & Share Transfer Agent of the Company at [rta@cbmsl.com](mailto:rta@cbmsl.com) for the scrutinizer to verify the same, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.
18. All the documents referred to in the accompanying Notice and the Explanatory Statement should be available for inspection. Scanned copies of the Register of Directors and Key Managerial Personnels and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Agreements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to seek inspect, may send their request through an email on or before 2<sup>nd</sup> September, 2020 by quoting their name, demat account number and mobile no.
19. As per Regulation 40 of SEBI Listing Regulations as amended, Securities of Listed Companies can be transferred only in dematerialized form with effect from April, 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and share transfer agent, CB Management Services (P) Ltd for assistance in this regard.
20. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write by mentioning their name, demat account number, folio number, email id, PAN, Mobile number to Registrar /Company on or before 2<sup>nd</sup> September, 2020 through email on [rta@cbmsl.com](mailto:rta@cbmsl.com) / [investors@warrentea.com](mailto:investors@warrentea.com) respectively. The same will be replied by the Company suitably.
21. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed in this to the Notice.
22. M/s B.M. Chatrath & Co., Chartered Accountants were appointed as Statutory Auditors of the Company at the 42<sup>nd</sup> Annual General Meeting held on 11th September, 2019 to hold office till the conclusion of Forty-fourth Annual General Meeting. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018 amending section 139 of the Act and the Rules framed there under, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.

## 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. Vinay Kumar Goenka (DIN 00043124)
Date of Birth	:	05/07/1958
Age (Years)	:	62

**Notice** (Continued)

Date of first appointment  
On the Board : 04/04/1983

Brief Resume :

Mr Goenka graduated with B.Sc. (Botany) . He has more than four decades of business experience in areas including Plantation, Manufacturing, Marketing and Export of Tea and has held several important positions.

Expertise in specific Functional Areas:

Plantation, Manufacturing, Marketing and Export of Tea.

Terms and conditions of Appointment/Re-appointment  
Re-appointment on retiring by rotation.

Directorships and Committee Memberships of other companies: NIL

Shareholding in the Company:

Mr Goenka holds 3601229 equity share of Rs 10 in the Company.

Relationship with other Directors :

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

**EXPLANATORY STATEMENT**  
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3

Mr. Subhajit Kumar Ghosh (Mr. Ghosh) (DIN 00042335) had been reappointed as Managing Director for a period of 3 years with effect from 1<sup>st</sup> April, 2017 (approved by the shareholders at the Annual General Meeting held on 11th September, 2017, which term of office expired on 31<sup>st</sup> March, 2020. The Board at its Meeting held on 2<sup>nd</sup> June, 2020 reappointed Mr. Ghosh as Managing Director of the Company without any remuneration for a period beginning 1st April, 2020 till close of business hours of 5<sup>th</sup> June, 2020 on the terms and conditions contained in the Agreement to be entered into by the Company with Mr. Ghosh subject to the approval of the Members of the Company in accordance with the requirements of Schedule V to the Companies Act, 2013 ('the Act').

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

A. Salary : NIL

B. Bonus : NIL

C. Perquisites : NIL

Mr. Ghosh will not receive any sitting fees for attending Meetings of the Board or any Companies. The Agreement also sets out mutual rights and obligations of the parties.

The reappointment and remuneration of Mr. Ghosh as Managing Director 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. Ghosh 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.

## Notice (Continued)

### 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 and other industries 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.

There is no inter-se relationship between Mr Ghosh and any other Director of the company.

Directorships & Committee Memberships of other listed companies: NIL

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:-

	( ` in Lakhs)		
<u>Year ended</u>	31st March, <u>2018</u>	31st March, <u>2019</u>	31 <sup>st</sup> March, <u>2020</u>
Gross Revenue	12037.54	11951.06	12465.02
Profit/(Loss) before tax	(1077.90)	(2377.48)	(3167.50)
Profit/(Loss) after tax	(789.24)	(1592.03)	(2416.60)
Total Comprehensive Income	(414.60)	(1218.07)	(2068.50)

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

As on 31st March, 2020 foreign investment was 135021 equity shares of ` 10 each in the Company.

### II Information about the appointee :

#### 1 Background Details:

Name of Director	Mr Subhajit Kumar Ghosh(DIN 00042335)
Date of Birth/Age (Years)	16 <sup>th</sup> February, 1954/65 years
Date of Appointment as Director	1 <sup>st</sup> October, 2004
Qualification	B.Com (Hons), FCA

Expertise and experience in specific functional areas :



**Notice (Continued)**

Mr Ghosh has forty three years experience in Tea and other Industries in the area of Accounts, Finance, Audit, Taxation and various other operational and administrative areas.

Terms and conditions of appointment/Reappointment :

As mentioned in Explanatory statement to Item No. 3 of the Notice.

Shareholding in the Company	:	Mr. Ghosh holds 1 Equity Shares of ₹ 10 each in the Company
No. of Board Meetings Attended	:	Mr. Ghosh had attended seven Meetings of the Board.
Other Directorship, Membership/ Chairmanship of Committees	:	Mr Ghosh is not a Director or a Committee Member of any other company.
Relationship with other Directors and Key Managerial Personnel	:	Mr. Ghosh is not related to any other Director or Key Managerial Personnel of the Company.

2. Past Remuneration:

2017-18	₹ 2,70,000/- per month
2018-19	₹ 2,90,000/- per month
2019-20	₹ 2,90,000/- per month

3. Recognition or Awards :

- a) Granted Certificate under National Scholarship Scheme by the Ministry of Education and Social Welfare, Government of India in recognition of High position secured in the list of meritorious candidates qualifying for award from West Bengal in 1971-72.
- b) Ranked 30<sup>th</sup> in Intermediate Examination conducted by the Institute of Chartered Accountants of India.

4. Job profile and his suitability :

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 forty three years experience in Tea and other Industries. He has served on various committees/sub-committees of the Bengal Chamber of Commerce & Industry, Indian Tea Association and Bharat Chamber of Commerce. Considering his experience and long association with the Company, the Board found Mr Ghosh best suited for the responsibilities assigned to him.

5. Remuneration :

This has been disclosed in the Explanatory Statement.

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) : Not Applicable

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any :

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

III Other information:

(1) Reason of loss or inadequate profits:

Vagaries of weather due to climatic change, severe pest infestation, significant rise in labour wages due to statutory changes and also the recent pandemic all have had significant impact on the Company's profitability.

**Notice** (Continued)

(2) Steps taken or proposed to be taken for improvement:

The Company has adopted improved agricultural practices and also adapting them to situational demand 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 7.93 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.

A copy of the draft Agreement referred to in the Special Resolution set out in Item No. 3 of the Convening Notice will be available for inspection by the Members in electronic mode. Members can inspect the same by sending an e-mail to [investors@warrentea.com](mailto:investors@warrentea.com) and [rta@cbmsl.com](mailto:rta@cbmsl.com) respectively on or before 2<sup>nd</sup> September, 2020 through their registered e-mail Id quoting name, demat account number/folio no. and mobile no.

The Special Resolution set out in Item No.3 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance.

Except Mr Ghosh being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Convening Notice.

**Item No. 4**

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 30<sup>th</sup> June, 2020, 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 2020-21 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. 4 of the Convening Notice is to be considered accordingly and the Board recommends its acceptance.

None of the Director 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. 4 of the Convening Notice.

Suvira House  
4B, Hungerford Street  
Kolkata 700 017  
30<sup>th</sup> June, 2020

By Order of the Board  
Soma Chakraborty  
Company Secretary



### **CDSL e-Voting System – For Remote e-voting and e-voting during AGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.warrentea.com](http://www.warrentea.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

### **INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS**

- (i) The voting period begins on 6<sup>th</sup> September, 2020 at 9 a.m. and ends on 8<sup>th</sup> September, 2020 at 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 2<sup>nd</sup> September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Persons who have acquired shares and become Members after the despatch of the Notice of the Meeting but before the 'cut-off date' of 2<sup>nd</sup> September, 2020 may obtain their user ID or password for remote e-voting by sending a request to the Company's Registrars Share Transfer Agent, CB Management Services (P) Ltd, P-22, Bondel Road, Kolkata 700 019 at [rta@cbmsl.com](mailto:rta@cbmsl.com) quoting DP ID/CLID/Folio No. as the case may be done with PAN No.
- (iii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

**Notice (Continued)**

- (iv) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (v) Click on “Members” module.
- (vi) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) 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.
- (viii) 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 members as well as physical members)</p> <ul style="list-style-type: none"> <li>• members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number . which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details of field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant ‘Company Name’ on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

**Notice (Continued)**

- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Members can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE MEMBERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical members- please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@warrentea.com](mailto:investors@warrentea.com) / [rta@cbmsl.com](mailto:rta@cbmsl.com).

2. For Demat Members -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investors@warrentea.com](mailto:investors@warrentea.com) / [rta@cbmsl.com](mailto:rta@cbmsl.com).

**INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- 1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- 2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- 3. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write by mentioning their name, demat account number, folio number, email id, PAN, Mobile number to Registrar /Company on or before 2<sup>nd</sup> September, 2020 through email on [rta@cbmsl.com](mailto:rta@cbmsl.com)/[investors@warrentea.com](mailto:investors@warrentea.com) respectively. The same will be replied by the Company suitably.

Notice (Continued)

**INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility , then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
4. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User 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 on.
- The list of accounts linked in the login 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.
- Alternatively Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com), [investors@warrentea.com](mailto:investors@warrentea.com) and to Registrar & Share Transfer Agent of the Company at [rta@cbmsl.com](mailto:rta@cbmsl.com) for the scrutinizer to verify the same, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

- (xxi) The e-voting period commences on 6<sup>th</sup> September, 2020 (9.00 am) and ends on 8th September, 2020 (5.00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off Date of 2<sup>nd</sup> September, 2020.

Mr Raj Kumar Banthia, Company Secretary in Practice (Membership No. A17190/COP No. 18428) of Messrs. MKB & Associates, Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

**Notice** (Continued)

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

### 43<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Warren Tea Limited

This is in furtherance to our Notice published on 10<sup>th</sup> August, 2020 in an English Daily Business Standard, North East Times (English), Guwahati and Amar Asom (Assamese), Guwahati about the conduct of Annual General Meeting of the Company through Video Conference/Other Audio Visual Means on Wednesday, 9<sup>th</sup> September, 2020 at 11.30 A.M., remote e-voting etc. Shareholders are hereby informed that CB Management Services (P) Ltd. (CBMSL), Registrar of the Company (RTA) for and on behalf of the Company, have e-mailed the Annual Report for the year 2019-20 along with the Notice of the Annual General Meeting on 13<sup>th</sup> August, 2020 to all those shareholders whose e-mail address is registered with the Company/depositories. The Annual report along with the Notice convening AGM is also available on the website [www.cdslindia.com](http://www.cdslindia.com), [www.warrentea.com](http://www.warrentea.com), [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com)

Remote e-voting commences on 6<sup>th</sup> September, 2020 at 9 a.m. and ends on 8<sup>th</sup> September, 2020 at 5 p.m. Thereafter Central Depository Services (India) Limited (CDSL) will disable the remote e-voting module. The cut-off date for determining entitlement of electronic voting is Wednesday, 2<sup>nd</sup> September, 2020. Members who have cast their vote through remote e-voting prior to the meeting date may attend the meeting but shall not be entitled to cast their vote again.

Any person, who acquired shares of the Company and become a member after sending of Notice by CBMSL by e-mail and holding shares as on the cut-off date i.e. Wednesday 2<sup>nd</sup> September, 2020 may obtain the login ID and password by sending a request to the Registrar and Transfer Agent of the Company at [rta@cbmsl.com](mailto:rta@cbmsl.com) by mentioning their folio No./DP ID and Client ID. However, if the member is already registered with CDSL for remote e-voting, then he can use his existing user ID and password for casting vote.

In case you have any queries or issues regarding non-receipt of Annual Report and AGM Notice by e-mail and voting by electronic means, you may contact Mr. Sujit Sengupta, Manager, CB Management Services (P) Limited, P-22 Bondel Road, Kolkata 700 019 at [rta@cbmsl.com](mailto:rta@cbmsl.com) or at 033-40116700 and also refer 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).

Place : Kolkata  
Dated : 14<sup>th</sup> August, 2020.

For Warren Tea Limited  
Soma Chakraborty  
Company Secretary

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