

Notice

NOTICE is hereby given that the Thirty-seventh Annual General Meeting of Warren Tea Limited will be held at the G.S.Ruia Memorial Complex at Deohall Tea Estate, P.O.Hoogrijan, Dist.- Tinsukia, Assam 786 601 on Wednesday, 10th September, 2014 at 4.30 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements for the year ended 31st March, 2014 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr.Vinay K. Goenka (DIN 00043124) retiring by rotation.
3. To appoint Auditors to hold office till the conclusion of the Forty-second Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS

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

4. "RESOLVED THAT Mrs. Anup Kaur Bindra (DIN 03391125) be and she is hereby appointed as an Independent Director of the Company for a period of five years with effect from 29th May, 2014."
5. "RESOLVED THAT Mr. Lalit Kumar Halwasiya (DIN 00211756) be and he is hereby appointed as an Independent Director of the Company for a period of five years with effect from 29th May, 2014."
6. "RESOLVED THAT approval be and is hereby accorded to the continuance of Mr. Nand Gopal Khaitan (DIN 00020588) as an Independent Director of the Company for a period of five years upto 31st March, 2019."
7. "RESOLVED THAT approval be and is hereby accorded to the continuance of Mr. Sriprakash Bhoopal (DIN 00042977) as an Independent Director of the Company for a period of five years upto 31st March, 2019."
8. "RESOLVED THAT approval be and is hereby accorded to the continuance of Mr. Nilotpal Dutta (DIN 00045667) as an Independent Director of the Company for a period of five years upto 31st March, 2019."
9. "RESOLVED THAT the Company hereby approves the reappointment and remuneration payable to Mr. Subhjit Kumar Ghosh (DIN 00042335) as Managing Director of the Company for a period of three years from 1st April, 2014 on the terms and conditions set out in the Agreement, within the limits specified in Schedule V of the Companies Act, 2013, and 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."
10. "RESOLVED THAT the Company hereby approves the change in designation of Mr. Vinay K. Goenka (DIN 00043124) from Executive Chairman to Chairman of the Company with effect from 29th May, 2014, as set out in the Supplemental Agreement 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."



Notice (Continued)

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

11. "RESOLVED THAT the Articles of Association of the Company be altered by the substitution of a new set of Articles of Association therefor, the draft of which is tabled at the Meeting and initialled by the Chairman for the purpose of identification."
12. "RESOLVED THAT approval of the Shareholders be and is hereby accorded for keeping the Register of Members, Index of Members, copies of all Annual Returns under Sections 88 and 94 of the Companies Act, 2013 together with copies of certificates and documents required to be annexed thereto at the office of C B Management Services (P) Ltd. at P-22, Bondel Road, Kolkata - 700019 with effect from 15th September, 2014, or any other date as may be decided by the Board of Directors of the Company."
13. " RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the Company hereby accords its consent to the Board of Directors of the Company to borrow any sum or sums of money from time to time from any one or more of the Company's bankers and/or from any one or more of other persons, firms, bodies corporate or financial institutions, whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose but so however that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rupees Fifty Crores, exclusive of interest, and the Directors be and they are hereby further authorized to execute such deed and/or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings not amounting to a sale as they may think fit and containing such conditions and covenants as the Directors may think fit."

Suvira House
4B, Hungerford Street,
Kolkata 700 017.
29th May, 2014

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 on a poll 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. 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. Consequent on discontinuation of service by EIH Limited, CB Management Services (P) Limited having their office at P-22 Bondel Road, Kolkata 700 019 have been appointed as Registrars and Share Transfer Agents of the Company.
4. The Register of Members of the Company will remain closed on 25th July, 2014.
5. Members are requested to intimate their e-mail ids in the attached form.
6. Members holding shares in physical form are requested to:
 - a. notify any change in their addresses to the Company's Registrars and Share Transfer Agents ;
 - b. communicate on all matters pertaining to their shareholdings with the Company's Registrars and Share Transfer Agents at Kolkata, quoting their respective Ledger Folio Numbers.
 - c. note that as per provisions of the Companies Act, 2013 facility for making nominations is available for shareholders in respect of Equity Shares held by them ;
- 7.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. Shareholders who have not encashed their dividend warrants in respect of the said period are requested to prefer their claims to the Registrar of Companies, Assam, Tripura, Manipur, Nagaland, Meghalaya, Mizoram and Arunachal Pradesh at Morello Building, Shillong 793001, Meghalaya. In case any assistance is required, shareholders are requested to write to the Company's Corporate Office at Kolkata.
- ii. Pursuant to Section 205A of the Companies Act, 1956 dividends declared from 1994-95 upto 2002-2003 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 Act on which no claim for Unpaid Dividend can be preferred.

Notice (Continued)

8. Relevant details in respect of Item no. 2 of the Notice pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges are given hereunder and details in respect of Item Nos. 4 to 9 of the Notice are included in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which is given hereinafter.
9. Pursuant to section 219 (1)(b)(iv) of the Companies Act, 1956, abridged financial statements are being sent to all the Shareholders. Shareholders requiring a copy of the full annual report may write to the Company's Registrars and Share Transfer Agents, CB Management Services (P) Limited, P-22, Bondel Road, Kolkata 700 019. A copy of the full Annual Report would be available for inspection at the Registered Office of the Company during working hours, till the date of the meeting.

DETAILS OF DIRECTOR RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director: Mr. Vinay K. Goenka (DIN 00043124)

Brief Resumé:

Mr. Vinay K. Goenka has more than three decades of experience in the tea industry and has held several important positions as Chairman of the Consultative Committee of Plantation Associations, Indian Tea Association and Darjeeling Planters Association, Chairman & Director of Indian Institute of Plantation Management and Vice Chairman of Tea Board of India. He has represented the Ministry of Commerce as Member of Trade delegation to Pakistan and of Tea Trade Delegation to FAO, Rome. Mr. Goenka is the Honorary Consul of Ecuador in Kolkata.

Expertise in specific Functional Areas :

Plantation, Manufacturing, Marketing and Export of Tea

Directorships & Committee Memberships of other companies:

DPIIL Limited	Chairman
Audit Committee (DPIIL Limited)	Member
Shareholders' Grievance & Share Transfer Committee (DPIIL Limited)	Chairman

Mr Goenka holds 2004601 Equity Shares of ₹ 10 each of the Company.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

1. The Company is pleased to offer e-voting facility to all its shareholders to enable them to cast their votes electronically. The detailed procedure is enumerated hereinafter.
2. Voting rights shall be reckoned on the number of shares registered in the names of the shareholders as on 25.07.2014.
3. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facilities. The e-voting procedure are given hereunder:

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- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number "140715002" alongwith "WARREN TEA LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 character DP ID followed by 8 digit Client ID). Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user fill up the following details in the appropriate boxes and follow the steps given below :

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders):
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#	Enter the Dividend Bank Details as recorded in your demat account or in the Company Records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant can enter in the PAN field the 10 characters as First 2 Alphabets of the First Holder Name followed by :

- i) For shareholders holding in physical form - 8 characters consisting of Folio Number prefix by "00" No special characters will be taken from the name and folio number. Example : Mr. AJAY SRIVASTAVA and folio number is A00640, the PAN to be entered will be AJ00A00640.
 - ii) For shareholders holding shares in dematerialized form : 8 characters from right of CLIENT ID Number. No special characters will be taken from the name and Client Id. Example : Mr. AJAY SRIVASTAVA and Client id is 45436217 the PAN to be entered will be AJ45436217.
- # Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or Company, please enter the member id/folio number in the Dividend Bank details field.
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
 - (viii) Members holding shares in physical form will then reach directly the EVSN 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 any other person and take utmost care to keep your password confidential.



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- (ix) For Members holding shares in physical form, the details can be used only for e- voting on the Resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant 'WARREN TEA LIMITED' on which you choose to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and image Captcha Code on Forgot Password & enter the details as prompted by the system.
- (xvii) The voting shall commence at 10.01 a.m. on 1st September, 2014 and shall close at 5.p.m.on 3rd September, 2014. You can log in any number of times till you have voted on the resolution(s) or till the end of the voting period (i.e. 3rd September, 2014) whichever is later.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer's email at salil.banerjee@gmail.com with a copy marked to helpdesk. evoting@cdslindia.com **before** 1st September, 2014 without which the voting shall not be treated as valid.
- (xix) Mr Salil Banerjee, Company Secretary in wholetime practice (Membership No. FCS 2288, CP No.1140) of Commercial Point', Room No.506, 79 Lenin Sarani, Kolkata 700 013 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner whose email id is salil.banerjee@gmail.com. In case you have any queries or issue regarding E-voting, please contact at helpdesk. evoting@cdslindia.com.
- (xx) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.warrentea.com and on the website of CDSL within two days of the passing of the resolutions at the thirty seventh Annual General Meeting of the Company on 10th September, 2014 and shall be communicated to the BSE Limited and Calcutta Stock Exchange Limited where the shares of the Company are listed.
- (xxi) The Scrutinizer shall within a period not exceeding (3) working days from the conclusion of the e-voting period unlock the votes in the presence of at least (2) witnesses not in the employment of the Company and make a Scrutinizer's Report on the votes cast in favour or against, if any forthwith to the Chairman of the Company.

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- (xxii) 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.co.in under help section or write an email to helpdesk. evoting@cdslindia.com.

EXPLANATORY STATEMENT

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

Item No. 4 & 5

The Board of Directors of your Company ('the Board') appointed Mrs. Anup Kaur Bindra ('Mrs. Bindra') (DIN 03391125) and Mr. Lalit Kumar Halwasiya ('Mr. Halwasiya') (DIN 00211756) as Independent Directors of your Company with effect from 29th May, 2014. Necessary Notices have been received from a member under section 160 of the Companies Act, 2013 ('the Act') signifying his intention to propose the appointments of Mrs. Bindra and Mr Halwasiya as Directors of the Company.

Mrs. Bindra and Mr. Halwasiya are each willing to act as a Director of your Company, if so appointed and have filed with your Company their consents pursuant to Section 152(5) of the Act and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014. Mr. Halwasiya has been appointed as a member of the Audit Committee and the Nomination and Remuneration Committee of the Company.

Mrs. Bindra**Brief Resumé:**

Mrs. Bindra is a Science Graduate from Punjab University. She is the CEO and proprietor of M/s Jyoti Enterprises, an export oriented manufacturing unit specializing in Shellac Aleuritic Powder and Shellac related products. Her experience ranges over twenty years in this field. She is also a Director of Dip Software Solutions Private Limited which has provided software solutions both domestic and overseas. She has also been the Chairperson of Indian Golf Union Ladies Section between 2005-2007.

Expertise in Specific Functional Areas:

Specialised in Shellac Aleuritic Powder and Shellac related products.

Directorships of other companies :

Dip Software Solutions (P) Ltd. Director

Committee Memberships of other companies : None.

Mrs Bindra does not hold any share in the Company.

Mr. Halwasiya**Brief Resumé:**

Mr. Halwasiya is a Commerce Graduate from Calcutta University and holds an MBA from the University of South Dakota in U.S.A. He is a Whole-time Director of Vermillion Petrochem (P) Ltd. specializing in making petroleum products, processing and refining certain grades of oils. Mr. Halwasiya has been a regular Tennis player at the Calcutta South Club and is a very keen and active Golfer.



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Expertise in Specific Functional Areas:

Petroleum refining and Petroleum products.

Directorships of other companies :

Vermillion Petrochem (P) Ltd.

Whole-time Director

Owners Court Cooperative Housing Society Ltd.

Director

Committee Memberships of other companies : None.

Mr. Halwasiya does not hold any share in the Company.

In the opinion of your Directors, Mrs. Bindra and Mr. Halwasiya fulfil the criteria with regard to their status as independent Directors.

Having regard to the background and experience of Mrs. Bindra and Mr. Halwasiya the Board considers that their appointment as Independent Directors of the Company would be of considerable benefit for the Company and it is desirable to avail their services as Independent Directors.

The terms and conditions of Independent Directors would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Accordingly, the Board recommends the Resolutions set out in Item Nos.4 and 5 of the Convening Notice.

Except Mrs. Bindra and Mr. Halwasiya being the appointees, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos.4 & 5 respectively of the Convening Notice.

Item No. 6, 7 & 8

Mr. Nand Gopal Khaitan, ('Mr. Khaitan') (DIN 00020588), Mr. Sriprakash Bhoopal ('Mr. Bhoopal') (DIN 00042977) and Mr. Nilotpal Dutta ('Mr. Dutta') (DIN 00045667) are Non-Executive Independent Directors, of the Company.

Mr. Khaitan joined the Board of Directors of the Company with effect from 9th July, 2013, whilst both Mr. Bhoopal and Mr. N. Dutta joined from 17th October, 2003.

Mr. Khaitan

Brief Resumé:

Mr. Khaitan is an Attorney-at-Law (Bells Chamber, Gold Medalist). He is a Senior Partner of Messrs.Khaitan &Co. a leading Indian law firm. He is also a Notary Public appointed by the Government of India. He is practising as Attorney and Advocate in the Hon'ble Calcutta High Court and the Hon'ble Supreme Court of India. Mr. Khaitan is a Committee Member of the Federation of Indian Chambers of Commerce and Industry, New Delhi, President of Indian Council of Arbitration, Executive Committee Member of Bharat Chamber of Commerce, Executive Committee member of The Agri-Horticultural Society of India; Executive Committee Member of two leading schools in Kolkata and had been President of two leading Social Clubs in Kolkata.

Expertise in Specific Functional Areas:

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Commercial and corporate laws, tax laws, arbitration, foreign collaborations, mergers and acquisitions, corporate restructuring & Demergers.

Directorships of other companies :

Chase Bright Steel Limited	India Power Corporation Limited
HSIL Limited	Rowdon Business Pvt.Limited
J K Lakshmi Cement Limited	XENIX Servis Pvt. Limited
Mangalam Timber Products Ltd.	Ushodaya Marketing Pvt Limited
Mangalam Cement Limited	Srijan Vinimay Pvt. Limited
Naga Dhunseri Group Limited	Rasoi Limited
Reliance Chemotex Industries Limited	

Committee Memberships of other companies :

Mangalam Timber Products Ltd.	Audit Committee	Chairman
	Share Transfer Committee	Member
	Audit Committee	Member
JK Lakshmi Cement Ltd.	Shareholder/Investor Grievance Committee	Member
	Audit Committee	Member
	Shareholder/Investor Grievance Committee	Chairman
HSIL Ltd.	Remuneration Committee	Member
	Audit Committee	Member
	Shareholder/Investor Grievance Committee	Chairman
Reliance Chemotex Industries Ltd.	Remuneration Committee	Member
	Audit Committee	Member
	Audit Committee	Member
Mangalam Cement Ltd.	Investment Committee	Chairman
	Remuneration Committee	Member
	Audit Committee	Member
India Power Corporation Ltd.	Remuneration Committee	Chairman
	Audit Committee	Member

Mr. Khaitan does not hold any share in the Company.

Mr. Bhoopal
Brief Resumé :

Mr. Bhoopal is a Commerce Graduate from Calcutta University and has done tea tasting training with J. Thomas & Co. P. Ltd., Kolkata. He has many decades of experience in family owned Tea Plantation business. At present he is the Managing Director of Marangi Private Limited owning Marangi Tea Estate in Assam.

Mr. Bhoopal is the Chairman of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company.

Expertise in Specific Functional Areas :

Plantation, Manufacturing, Tasting and Marketing of Tea.

Directorships & Committee Memberships of Other Companies:

Amarawati Tea Co.Ltd.	Director
Marangi Pvt. Limited	Managing Director
Jalan Pipes Ltd.	Director

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Good Tea Investment & Trading Co.Ltd.	Director
Universal Exports	Partner
Patodia Consultants Ltd.	Director
Madoorie Tea Estate Pvt. Ltd.	Director
H.P.Barua Tea Estates Pvt. Ltd.	Director
Mouchak Agro Pvt. Ltd.	Director

Mr. Bhoopal holds one Equity Share of ₹ 10 each in the Company.

Mr. Dutta**Brief Resumé:**

Mr. Dutta is a Commerce Graduate from North Eastern Hill University, Shillong. He joined his family owned tea plantation business, Umabari Tea Co.(P) Ltd.in 1986.

He has also undergone tea tasting and marketing training with J.Thomas & Co.(P) Ltd., Contemporary Brokers Pvt.Ltd. and Calcutta Auction Centre during 1987. He has been the Vice Chairman of Jorhat Circle of Assam Tea Planters Association and an active Member of Assam Tea Planters Association /Assam Branch Indian Tea Association/Indian Tea Association as well as of Tea Research Association.

Expertise in Specific Functional Areas:

Plantation, Manufacturing, Tasting and Marketing of Tea.

Directorships & Committee Memberships of other companies:

Contec Aviation Private Limited Director

Mr. Dutta holds ten Equity Shares of ₹ 10 each in the Company.

In terms of Section 149 of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of the Company; further, any tenure of an Independent Director on the date of commencement of the Act, shall not be counted as the term as aforesaid.

The Board considers that their continued association would be beneficial to the Company and it is desirable to continue to avail of their services as Independent Directors for a period of five years upto 31st March, 2019.

The terms and conditions of Independent Directors would be available for inspection without any fee by the members at the Registered Office of the Company on any working day prior to the date of the meeting between 9.00 am and 11.00 am and will also be available at the Meeting.

Accordingly the Board recommends Resolution Nos 6,7, and 8 in relation to the continuance of Mr. Khaitan, Mr. Bhoopal and Mr. Dutta respectively as Independent Directors for a period of five years upto 31st March, 2019, for the approval by the shareholders of the Company.

Except Mr. Khaitan, Mr. Bhoopal and Mr. Dutta being the appointees, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions set out at Item nos. 6, 7 and 8 respectively of the Convening Notice.

Item No. 9

Mr. Subhajit Kumar Ghosh (Mr. Ghosh) (DIN 00042335) had been reappointed as Managing Director for a period of 3 years with effect from 1st April, 2011(approved by the shareholders

Notice (Continued)

at the Annual General Meeting held on 9th September, 2011), which term of office expired on 31st March, 2014. The Board at its Meeting held on 29th May, 2014 reappointed Mr. Ghosh as Managing Director of the Company for a period of 3 years with effect from 1st April, 2014, 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 limits specified in Schedule V to the Act.

The remuneration payable to Mr. Ghosh for such period of reappointment has been approved by the Nomination and Remuneration Committee on 29th May, 2014.

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

A. Salary per month :

i) From 1st April, 2014 to 31st March, 2015	₹ 210,000
ii) From 1st April, 2015 to 31st March, 2016	₹ 230,000
iii) From 1st April, 2016 to 31st March, 2017	₹ 250,000

B. In addition to the above salary, bonus is payable to Mr. Ghosh subject to a ceiling of 100 (one hundred) Percent of the annual salary.

C. Perquisite entitlement of Mr. Ghosh:

In addition to salary and bonus Mr. Ghosh will be entitled to perquisites like house rent allowance or furnished accommodation, gas, electricity, water, 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, 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. Ghosh and other Managing/Whole-time Directors shall not exceed 10% of the profits of the Company calculated in accordance with Sections 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. Ghosh he shall be entitled to receive/ enjoy his aforesaid remuneration including perquisites.

Mr. Ghosh 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 re-appointment 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 re-appointment of Mr. Ghosh on the terms proposed, satisfies the conditions laid down in Parts I, II and Clause I of Part III of Schedule V to the Act and a Return in the prescribed form (along with Certificate under Clause 2 of Part III of Schedule V to the Act) under Subsection (4) of Section 196 of the Act will be filed with the Registrar of Companies, Assam, Tripura, Manipur, Nagaland, Meghalaya, Mizoram and Arunachal Pradesh

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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 38 years and has considerable exposure to that Industry.

Expertise in specific Functional Areas :

Accounts, Finance, Audit and Taxation

Directorships & Committee Memberships of other companies:

DPIIL Limited	Director
ABC Tea Workers Welfare Services	Director
Audit Committee (DPIIL Limited)	Chairman
Stakeholders' Relationship Committee (DPIIL Limited)	Member

A copy of the draft Agreement referred to in the Resolution set out in item 9 of the Convening Notice would be available for inspection by the Members of the Company at its Registered Office on any working day prior to the date of the meeting between 9.00 am and 11.00 am and will also be available at the Meeting.

Except Mr. Subhajit Kumar Ghosh, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out in Item no.9 of the Convening Notice.

Item No. 10

At a meeting of the Board of Directors of the Company ('the Board'), held on 29th May, 2014, Mr. Vinay K. Goenka ('Mr. Goenka') was re-designated as Chairman from Executive Chairman of the Company with immediate effect on the terms and conditions contained in the Supplemental Agreement to be entered into by the Company with Mr. Goenka subject to approval of the Members of the Company.

A copy of the draft Supplemental Agreement referred to in the Ordinary Resolution set out in Item No. 10 of the Convening Notice will be available for inspection by the Members of the Company at its Registered Office on any working day prior to the date of the meeting between 9.00 am and 11.00 a.m. and will also be available at the Meeting.

The Resolution set out in Item No.10 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance.

Except Mr. Vinay K. Goenka and his son Mr. Vivek Goenka, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item no.10 of the Convening Notice.

Item No. 11

Consequent on the coming into force of the Companies Act, 2013, necessary changes need to be effected in the Company's Articles of Association. Therefore, the Board of Directors recommends adoption of a new set of Articles of Association instead of carrying out amendments to the several Articles.

In terms of Section 14 of the Act, any alteration of the Articles is to be made by a Special Resolution passed by the shareholders. The Special Resolution set out in Item no.11 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance.

Notice (Continued)

A copy of the draft proposed Articles of Association of the Company would be available for inspection by the Members at the Registered Office of the Company during normal business hours or any working day, upto and including the date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item no.11 of the Convening Notice.

Item No. 12

EIH Ltd. had been acting as the Interface Registrars for electronic part of the processing relating to dematerialisation of shares. Consequent on discontinuance of such service by EIH Limited, CB Management Services (P) Limited having their office at P-22 Bondel Road, Kolkata 700 019 have been appointed as Registrars and Share Transfer Agents of the Company which is also in consonance with Securities & Exchange Board of India's requirement of appointment of Common Agency for Share Registry Work.

It is felt by the Board that in such circumstances, it would be preferable to keep the Register of Members, Index of Members, copies of Annual Returns etc. at the premises of the Registrar and Share Transfer Agents. For the purpose, approval of the members is required to be obtained by Special Resolution in terms of Section 94 of the Act which also requires that an advance copy of the proposed Special Resolution be given to the Registrar of Companies, Assam.

The Special Resolution set out in Item 12 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance.

No Director, Key Managerial Personnel nor any of their relatives is interested in the Special Resolution set out in Item no.12 of the Convening Notice.

Item No. 13

The Members of the Company at their twenty-ninth Annual General Meeting of the Company held on 6th September, 2006 had accorded their approval under section 293(1)(d) of the Companies Act, 1956 for borrowings over and above the aggregate of paid up share capital and free Reserves of the Company and to create securities in relation to such borrowing.

Section 180(1)(c) of the Act requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by a Special Resolution whilst Section 180(1)(a) of the Act requires similar approval by Special Resolution to, inter alia, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company.

The Special Resolution set out in Item 13 of the Convening Notice has to be considered accordingly and the Board recommends its acceptance.

No Director, Key Managerial Personnel of the Company nor any of their relatives is interested in the Special Resolution set out in Item no.13 of the Convening Notice.

Suvira House
4B, Hungerford Street,
Kolkata 700 017.
29th May, 2014

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



Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L01132AS1977PLC001706

Name of the Company: Warren Tea Limited

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

Name of the member(s) :

Registered address :

E-mail Id :

Folio No/Client Id :

DP ID :

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature : or failing him /her

2. Name :

Address :

E-mail Id :

Signature : or failing him /her

3. Name :

Address :

E-mail Id :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty-seventh Annual General Meeting of the Company to be held on the 10th day of September, 2014 at 4.30 p.m. at G. S. Ruia Memorial Complex at Deohall Tea Estate, P.O. Hoogrijan, Dist.- Tinsukia, Assam 786 601 and at any adjournment thereof in respect of such resolutions as are indicated hereinbelow:

1. Adoption of Audited Financial Statements for the year ended 31st March, 2014 and the Reports of the Directors and Auditors thereon.
2. Appointment of a Director in place of Mr. Vinay K. Goenka (DIN 00043124) retiring by rotation who being eligible has offered himself for reappointment.
3. Appointment of M/s B. M. Chatrath & Co., Chartered Accountants (FRN 301011E) as Statutory Auditors to hold office till the conclusion of the 42nd Annual General Meeting and to authorize the Board of Directors to fix their remuneration.
4. Appointment of Ms. Anup Kaur Bindra (DIN 03391125) as an Independent Director for 5 years from 29th May, 2014.
5. Appointment of Mr. Lalit Halwasiya (DIN 00211756) as an Independent Director for 5 years from 29th May, 2014.
6. Continuance of Mr. N. G. Khaitan (DIN 00020588) as an Independent Director for 5 years upto 31st March, 2019.
7. Continuance of Mr. S. Bhoopal (DIN 00042977) as an Independent Director for 5 years upto 31st March, 2019.
8. Continuance of Mr. N. Dutta (DIN 00045667) as an Independent Director for 5 years upto 31st March, 2019.
9. Reappointment and remuneration payable to Mr. S. K. Ghosh (DIN 00042335) as Managing Director for 3 years from 1st April, 2014.
10. Change of Designation of Mr. Vinay K. Goenka (DIN 00043124) from Executive Chairman to Chairman of the Company with effect from 29th May, 2014.
11. Alteration of the Articles of Association of the Company by substituting new Articles of Association.
12. Approval for keeping Register of Members, Index of members and other documents at the office of CB Management Services Pvt. Ltd.
13. approval for borrowing beyond the Company's Paid Up Capital and free Reserves upto Rs. 50 crores and to create Securities therefor.

Signed this day of 2014.

Signature of the shareholder

Signature of Proxy holder(s)



Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Warren Tea Limited

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

Dear Shareholder(s)

Following the Green initiative in Corporate Governance by the Ministry of Corporate Affairs and for surer and faster dissemination of information to the Shareholders, the Company proposes to send various communications to the Shareholders electronically. For the purpose, we require your email id, for which we would request you to kindly fill up the portion below and send it duly signed, to C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700 019.

Suvira House
4B Hungerford Street
Kolkata 700017
Dated : 29th May, 2014

For Warren Tea Limited
Siddhartha Roy
Company Secretary

Name (s) :

Address :

Folio No./DP Id & Client Id :

PAN :

Email Id :

Signature (s) :
(As recorded with the Company)



ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the Meeting Hall

Folio/Client Id No. :

Name of the Shareholder :

Address of the Shareholder :

.....

Name of the Proxy (if any) :

I hereby record my presence at the Thirty-seventh Annual General Meeting of the Company to be held on the 10th day of September, 2014 at 4.30 p.m. at G.S.Ruia Memorial Complex at Deohall Tea Estate, P.O.Hoogrijan, Dist.- Tinsukia, Assam 786 601.

Signature of the Shareholder or Proxy