



Warren Tea Limited

To All Concerned

Sub : Obligations with respect to employees including Senior Management, Key Managerial Persons, Directors and Promoters- Regulation 26 of SEBI (LODR)

This is to inform all concerned that the Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2016 vide Notification No. SEBI/ LAD/NRO / GN / 2016- 17/025 dated 4th January, 2017. In Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a new sub-regulation (6) has been inserted which is reproduced herein:

(6) No employee including key managerial personnel or director or promoter of a listed entity shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution:

Provided that such agreement, if any, whether subsisting or expired, entered during the preceding three years from the date of coming into force of this sub-regulation, shall be disclosed to the stock exchanges for public dissemination:

Provided further that subsisting agreement, if any, as on the date of coming into force of this sub-regulation shall be placed for approval before the Board of Directors in the forthcoming Board meeting:

Provided further that if the Board of Directors approve such agreement, the same shall be placed before the public shareholders for approval by way of an ordinary resolution in the forthcoming general meeting:

Provided further that all interested persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.



Explanation - For the purposes of this sub-regulation, 'interested person' shall mean any person holding voting rights in the listed entity and who is in any manner, whether directly or indirectly, interested in an agreement or proposed agreement, entered into or to be entered into by such a person or by any employee or key managerial personnel or director or promoter of such listed entity with any shareholder or any other third party with respect to compensation or profit sharing in connection with the securities of such listed entity.

In view of the above newly notified sub-regulation (6), all concerned are requested to kindly intimate the details of such agreement, alongwith copy of the agreement, if any, entered into during the preceding three years (i.e. on or after 05.01.2014) from the date of coming into force of the sub-regulation (6) in person or on behalf of any other person with any shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings in the equity shares of the Company within fifteen days thereof. Further, henceforth in compliance with above sub-regulation (6), all concerned are hereby specifically advised not enter into any agreement of the nature and intent as prescribed in sub-regulation (6) cited above, unless prior approval for the same has been obtained from the Board of Directors of the Company as well as public shareholders of the Company by way of an ordinary resolution in the manner as more particularly specified in the said sub-regulation (6) of Regulation 26 of SEBI (LODR) Regulations, 2015.