



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amendment Rules, 2015]

To
The Chairman
Warren Tea Limited
4B, Hungerford Street
Kolkata-700017

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot including Voting through E-voting conducted pursuant to the provisions of Section 110¹ of the Companies Act, 2013 read with Rule 22 and Rule 20, *mutatis mutandis*, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of Warren Tea Limited (the Company) at its meeting held on 13th December, 2019 for the purpose of scrutinizing the postal ballot process and voting through e-voting conducted for seeking approval of members of the Company for the following:

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") pursuant to Section 180(1)(a) of the Companies Act, 2013 for selling, leasing or otherwise disposing of certain Tea Estates of the Company and/or other assets having value in aggregate in excess of twenty per cent of the value of the undertaking of the Company as per the audited balance sheet of the preceding financial year of the Company on such terms and conditions including consideration as may be agreed to, for and on behalf of the Company, by the Board."

do hereby submit my report as follows:





- (a) The notice dated 13th December, 2019 alongwith the Statement under Section 102 of the Act, setting out all material facts in respect of the resolutions mentioned therein was sent to the shareholders of the Company electronically by email and physically by other permitted means to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 13th December, 2019.
- (b) The Company has completed the dispatch of Notice and Postal Ballot forms along with postage prepaid business reply envelope by Courier and email on 27th December, 2019. The Company also provided e-voting facility offered by Central Depository Services Limited (CDSL) to its shareholders.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 13th December, 2019 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Saturday, 28th December, 2019 at 9:00 AM and ended on Sunday, 26th January, 2020 at 5:00 PM.
- (e) All physical ballots received up to close of Working hours i.e. 5.00 P.M on 26th January, 2020 being the last date and time fixed by the Company for receipt of the Ballot Forms, were opened on 27th January, 2020 in my presence and scrutinized by me. The votes cast through postal ballot were counted first, and thereafter, the votes cast through e-voting were unblocked in presence of Ms. Ankita Choudhary and Ms. Payal Mundhra, not in employment of the Company, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.
- (f) The Postal Ballot forms were scrutinized and the signatures of the members who had cast their votes were verified with their specimen signatures registered with C.B. Management Services (P) Limited, Registrar & Share Transfer Agent as provided by the depositories;
- (g) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- (h) Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolutions were derived from the ballot forms received from the members





of the Company as well as the report generated from the e-voting website of CDSL www.evotingindia.com in respect of voting through e-voting.

- (i) The Company in aggregate has received 78 (Seventy eight) Postal Ballot forms representing 8938 equity shares of the Company out of which 3 postal ballot forms representing 356 equity shares are invalid.
- (j) Members representing 1,02,89,218 equity shares have cast their votes through e-voting for Resolution and all such votes are valid.

I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.

Special Resolution - "RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") pursuant to Section 180(1)(a) of the Companies Act, 2013 for selling, leasing or otherwise disposing of certain Tea Estates of the Company and/or other assets having value in aggregate in excess of twenty per cent of the value of the undertaking of the Company as per the audited balance sheet of the preceding financial year of the Company on such terms and conditions including consideration as may be agreed to, for and on behalf of the Company, by the Board."

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	43	10182651	63	7909	106	10190560	98.9586
Voted against the resolution	5	106567	12	673	17	107240	1.0414
Total	48	10289218	75	8582	123	10297800	100

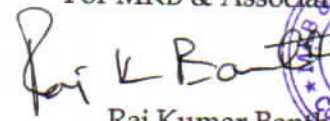




In view of the above scrutiny, I hereby certify that the Special Resolution as aforesaid, as set out in notice dated 13th December, 2019 has been approved and passed by the requisite majority.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to Mr. Vinay K Goenka, Chairman authorized by the Board to supervise the Postal Ballot process.

Thanking you,
Yours faithfully
For MKB & Associates


Raj Kumar Banthia

Partner

Membership No.: 17190

COP No.: 18428

FRN: P2010WB042700

Date: 28.01.2020

Place: Kolkata

UDIN: A017190B000101175

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Voting results	
Record date	13-12-2019
Total number of shareholders on record date	10796
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	Add Notes

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WARREN TEA LIMITED


Executive Chairman

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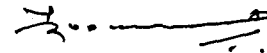
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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") pursuant to Section 180(1)(a) of the				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		8809999	100.0000	8809999	0	100.0000	0.0000
	Poll	8809999	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8809999	8809999	100.0000	8809999	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	477	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	477	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1479219	47.1040	1372652	106567	92.7957	7.2043
	Poll	3140328	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		8582	0.2733	7909	673	92.1580	7.8420
	Total	3140328	1487801	47.3772	1380561	107240	92.7920	7.2080
Total		11950804	10297800	86.1683	10190560	107240	98.9586	1.0414
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	356

WARREN TEA LIMITED



Executive Chairman