



**WARREN TEA LIMITED**  
**Registered & Corporate Office :Johar Building, 8<sup>th</sup> floor**  
**P-1, Hide Lane, Kolkata 700 073**  
**CIN : L01132WB1977PLC271413**  
**Tel : 033 22360025**  
**Email: [corporate@warrentea.com](mailto:corporate@warrentea.com)**  
**website :[www.warrentea.com](http://www.warrentea.com)**

**NOTICE OF POSTAL BALLOT**

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 Companies (Management and Administration) Rules, 2014]

<b><u>E-VOTING STARTS ON</u></b>	<b><u>E-VOTING ENDS ON</u></b>
<u>Monday, 13<sup>th</sup> April, 2026 at 09.00 A.M.(IST)</u>	<u>Tuesday, 12<sup>th</sup> May, 2026 at 5.00 P.M.(IST)</u>

Dear Shareholder(s),

NOTICE is hereby given to the Shareholders of Warren Tea Limited (“Company”) that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Management Rules”) and other applicable provisions, if any, including any statutory modification (s) or re-enactment(s) or amendment(s) thereof for the time being in force, the provisions of Secretarial Standard on General Meetings (“SS-2”) read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), and the Circulars issued from time to time by the Securities and Exchange Board of India (SEBI), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto (“SEBI Listing Regulations”) and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment (s) or amendment(s) thereof, for the time being in force and as amended from time to time), the resolutions appended below are proposed to be passed by way of a postal ballot (“Postal Ballot”) through remote electronic voting process (“remote e-voting/e-voting”) only.

In compliance with the requirements of the MCA Circulars, this Postal ballot Notice is being sent only through electronic mode to those shareholders whose email address are registered with the Company’s

Registrar and Share Transfer Agent, Viz C B Management Services (P) Ltd. (“RTA”) /Depositories. Accordingly, the hard copy of Postal Ballot Notice and Postal Ballot Form will not be sent to the shareholders. The shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Act, pertaining to **Item No. 1 & 2** setting out the material facts and reasons thereof alongwith instructions for remote e-voting and forms a part of this Notice. Further the information required pursuant to Regulation 36(3) of SEBI Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India given in **Annexure – I** and information pursuant to Schedule – V of the Act given in **Annexure – II** also forms a part of this Notice. **Details pursuant to SEBI Circular dated 26.06.2025 & Industry Standards on “Minimum information as placed before the Audit Committee for approval of Related Party Transaction (RPT) in respect of item No. 2** is provided in Annexure – III to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Shareholders, to enable them to cast their votes electronically. The communication of the assent or dissent of the Shareholders would only take place through the remote e-voting system. For the purpose of providing remote e-voting facility to its Shareholders, the Company has engaged the services of the Central Depository Services (India) Limited (“CDSL”).

The remote e-voting period will **commence from 09:00 A.M.(IST) on Monday, 13<sup>th</sup> April, 2026 and will end at 05:00 P.M.(ST) on Tuesday, 12<sup>th</sup> May, 2026.** Pursuant to Rule 22 (5) of the Management Rules, the Board of Directors of your Company at its meeting held on 31<sup>st</sup> March, 2026 has appointed Mr. Raj Kumar Banthia, Senior Partner of M/s. MKB & Associates, Company Secretaries in Practice, Kolkata, as the Scrutinizer (“Scrutinizer”) to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced within two (2) working days from the last date of remote e-voting i.e. **12<sup>th</sup> May, 2026.** The result of the postal ballot alongwith Scrutinizers Report would be intimated to BSE Limited (“BSE”) and would also be placed on the website of the Company i.e. [www.warrentea.com](http://www.warrentea.com) and also on the website of Central Depository Services (India) Limited (CDSL) i.e. [www.evotingindia.com](http://www.evotingindia.com) Further, the results shall be displayed on the Notice Board at the Registered & Corporate Office of the Company.

## **SPECIALBUSINESS**

### **ITEM NO. 1 - Appointment of Mr. Vivek Goenka (DIN : 00042285) as Director**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification

of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and Audit Committee, Mr.Vivek Goenka (DIN : 00042285)who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st April, 2026 and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation with effect from the date of this meeting.

**ITEM NO. 2 - Appointment of Mr. Vivek Goenka (DIN : 00042285) as Whole Time Director designated as “Vice Chairman &Managing Director” of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

RESOLVED THAT based on the recommendation and approval of the Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors of the Company and pursuant to the provisions of Section 196, 197, 198, 203 read with schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) of the Companies Act, 2013 and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and all applicable guidelines issued by the Central Government from time to time, the Articles of Association of the Company and such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Vivek Goenka (DIN : 00042285) as Whole time Director of the Company, designated as “**Vice Chairman &Managing Director**” (liable to retire by rotation) for a period of 3 (three) years with effect from 1<sup>st</sup> April, 2026 upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice convening this meeting and as enumerated in the agreement dated 31<sup>st</sup> March, 2026 entered into between the Company and Mr. Vivek Goenka which has been submitted to this meeting and is also hereby approved.

“FURTHER RESOLVED THAT notwithstanding the profits in any financial year, the Company will pay to Mr. Vivek Goenka the remuneration as per the explanatory statement to this notice as Minimum Remuneration for a period of 3 years from the date of appointment.”

“RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby authorized to alter, modify or revise from time to time, the said terms and conditions of appointment and remuneration of Mr. Vivek Goenka in such manner as may be considered appropriate and in the best interests of the Company and as may be permissible at law upon the terms and conditions set out in the Explanatory Statement.”.

“RESOLVED FURTHER THAT the Board of Directors, Nomination & Remuneration Committee of the Board and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient, incidental or desirable to give effect to this Resolution.”

**ITEM NO. 3 Continuation of Mr. Vinay Kumar Goenka (DIN : 00043124) as Non-Executive Director of the Company designated as “Chairman” with effect from 1<sup>st</sup> April, 2026.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendations of the Nomination and Remuneration Committee and the Audit Committee of the Company and approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded to the continuation of Mr. Vinay Kumar Goenka (DIN: 00043124) as Non-Executive Director designated as “Chairman” of the Company with effect from 1<sup>st</sup> April, 2026 and whose office shall be liable to retire by rotation..”

“**RESOLVED FURTHER THAT** Mr. Vinay Kumar Goenka shall be reimbursed all expenses in actual incurred by him in connection with or in relation to the affairs and business of the Company, including but not limited to travelling expenses (domestic/foreign), conveyance charges within and outside Kolkata, club bills and any other expenditure incurred by him while carrying out work relating to the business of the Company. In addition, the Company at its own cost shall maintain “Office of the Chairman” with necessary infrastructure/manpower.”

“**RESOLVED FURTHER THAT** Mr. Vinay Kumar Goenka shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or the Committees thereof, nor shall be paid any other fees in this regard.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorised to do all acts, deeds and things as it may in its absolute discretion as deem necessary, proper and expedient to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in this regard.”

BY ORDER OF THE BOARD  
WARREN TEA LIMITED

EXECUTIVE DIRECTOR &  
COMPANY SECRETARY  
(DIN: 08825627)

Date: 31/03/2026  
Place: Kolkata

## **NOTES :**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) read with Rules made thereunder stating all the material facts relating to the resolution is annexed herewith and forms a part of the Notice.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those shareholders whose names appear on the Register of Members as on **Friday, 3<sup>rd</sup> April, 2026 (“Cut-off Date”)** received from Depositories i.e. National Securities Depository Limited (“NSDL”/Central Depository Services (India) Limited (“CDSL”) and Registrar and Share Transfer Agent of the Company i.e. M/s. C B Management Services (P) Ltd. (“RTA”) and whose email addresses are registered with the RTA/Depository Participants. Pursuant to the MCA Circulars, the physical copies of the Notice along with the Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Shareholders for this postal ballot.
3. In accordance with the provisions of the MCA Circulars, the communication of assent or dissent of the Members on the resolutions would take place only through the remote e-voting system only. The voting done through remote e-voting by the Members shall be considered as valid and the resolution mentioned in the Notice shall be passed by remote e-voting only.
4. Only those members whose names will appear in the Register of Members as on **Friday, 3<sup>rd</sup> April, 2026 being the cut-off date**, will be entitled to cast their votes through postal ballot by remote e-voting on the Special Resolution set forth in this Notice and voting rights shall be in proportion of their shareholding to the paid up equity share capital of the company as on cut-off date.
5. It is however clarified that, all Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the RTA/Depositories) shall be entitled to vote in relation to the aforementioned special resolution in accordance with the process specified in this Notice.
6. The Members may note that this Postal Ballot Notice will also be available on the Company’s website [www.warrentea.com](http://www.warrentea.com) and website of the Stock Exchange where the equity shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
7. Shareholders holding shares in physical form are requested to update/register their PAN, Nomination, Contact Details i.e. Postal address with PIN Code, Mobile number, e-mail address bank account details and specimen signature by providing form ISR-1, ISR-2, ISR-3 and form SH-13 complete in all respects alongwith other required documents as prescribed in these forms to the RTA, M/s. C. B. Management Services (P) Ltd at Rasoi Court, 5<sup>th</sup> floor, 20, R. N. Mukherjee Road, Kolkata 700 001 at Email ID : [rta@cbmsl.com](mailto:rta@cbmsl.com) The soft copies of the forms are available on the website of the RTA at [rta@cbmsl.com](http://rta@cbmsl.com)
8. Process for those shareholders whose email/mobile no. are not registered with the company/RTA/depositories.

For physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN

card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to Company at [investors@warrentea.com](mailto:investors@warrentea.com) or RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com)

For Demat shareholders – Please update your email ID & mobile number with your respective depository Participant (DP), which is mandatory while e-Voting & joining virtual meetings through Depository.

9. The Resolution passed by the Members through Postal Ballot shall be deemed to have been passed as if the same were passed at a general meeting of the Members convened in that regard. Further, the Resolution, if passed by Members with requisite majority, shall be deemed to have been passed on the **last date of Remote e-voting i.e. Tuesday, 12<sup>th</sup> May, 2026**.
10. All the material documents referred to in this Notice will be available for inspection electronically until the last date of remote e-voting. Shareholders seeking to inspect such documents can send an email to [investors@warrentea.com](mailto:investors@warrentea.com) and [rta@cbmsl.com](mailto:rta@cbmsl.com) mentioning their names, folio numbers, DP ID and Client ID.
11. A Member cannot exercise his/her vote by proxy on Postal Ballot.
12. Shareholders desiring to exercise their vote through the remote e-voting process are requested to read the instructions for remote e-voting given in the Notes section.
13. The instructions for remote e-voting are as under :
  - i) In compliance with the provisions of Sections 108 and 110 of the Act, 2013 read with Rules made thereunder and Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company has engaged the services of CDSL to provide the facility of remote e-voting to all the Members to enable them to cast their votes electronically in respect of the special business as mentioned in the postal ballot notice.
  - ii) Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **Friday, 3<sup>rd</sup> April, 2026 [Cut-off Date]**. Only those Members whose names are recorded in the Register of Members of the Company maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal ballot Notice for information purposes only. **The Remote e-voting period will commence from 09.00 am (IST) on Monday, 13<sup>th</sup> April, 2026 and will end at 5.00 p.m. (IST) on Tuesday, 12<sup>th</sup> May, 2026**. The Remote e-voting module shall be disabled thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
  - iii) The Board of Directors of the Company has appointed Mr. Raj Kumar Banthia, (ACS-17190/CP-18428), Partner of M/s. MKB & Associates, Company Secretaries in Practice, Kolkata as the Scrutinizer to conduct the Postal Ballot through Remote e-voting process in a fair and transparent manner.

14. The process and manner for Remote e-voting are explained hereinbelow :

### **CDSL e-Voting System – For Remote e-voting**

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Monday, 13<sup>th</sup> April, 2026 at 09.00 am (IST)** and ends on **Tuesday, 12<sup>th</sup> May, 2026 at 5.00 pm (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) Friday, 3<sup>rd</sup> April, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 2109911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <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 field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 shareholders are required mandatory 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 viz [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com); [investors@warrentea.com](mailto:investors@warrentea.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, 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 shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact attoll free no. 1800 2109911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 at toll free no. 1800 2109911

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013  
FORMING PART OF THE NOTICE

In terms of Section 102 of the Companies Act, 2013, Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, the following Explanatory Statement sets out of the material facts relating to the Special Resolution mentioned in this Postal Ballot Notice :

Item No. 1 &Item No. 2

Based on the recommendation and approval of the Nomination and Remuneration Committee and the Audit Committee of the Company, the Board of Directors (“the Board”) at its meeting held on **Tuesday, 31<sup>st</sup> March, 2026** have approved the appointment of Mr. Vivek Goenka (“Mr. Goenka”) (DIN : 00042285) as an Additional Whole Time Director designated as “**Vice Chairman & Managing Director**” of the Company for a period of 3 (three) years with effect from 1<sup>st</sup> April, 2026, subject to the approval of the Members of the Company on the terms and conditions as per Agreement entered into by and between the Company and Mr. Goenka.

Mr. Goenka has been associated with the Company since 2004. Keeping in view, his potential background and corporate experience, the Nomination and Remuneration Committee and Audit Committee considered it prudent to recommend the appointment of Mr. Goenka as Whole time Director designated as “**Vice Chairman & Managing Director**” with effect from 1<sup>st</sup> April, 2026, in terms of Remuneration Policy of the Company, subject to approval of the Members.

Since Mr. Goenka is a Related Party within the meaning of Section 2 (76) of the Act as well as Regulation 2 (zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit Committee of the Board at their meeting held on **Tuesday, 31<sup>st</sup> March, 2026** endorsed the recommendation of the Nomination and Remuneration Committee and recommended to the Board, the appointment of Mr. Goenka as Whole time Director designated as “**Vice Chairman & Managing Director**” for a period of 3 years, with effect from 1<sup>st</sup> April, 2026 in compliance with the Company’s policy on Related Party Transactions and the provisions of Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the provisions of Sections 196, 197 and 203 and other applicable provisions of the Act, approval of the Members is required for appointment of Mr. Vivek Goenka as a Whole Time Director designated as **Vice Chairman & Managing Director** of the Company with effect from 1<sup>st</sup> April, 2026.

Mr. Goenka pursuant to the provisions of Section 152 of the Companies Act, 2013 (“the Act”) have given his consent to act as a Director of the Company and other necessary declarations and Mr. Goenka is neither disqualified from being, appointed as a Director in terms of the provisions of Section 164(2) of

the Act, nor debarred from holding the Office of the Director by virtue of any SEBI Order or any other such Authority. He satisfies all the conditions set out in Section 196(3) and Part – 1 of Schedule V to the Act for being eligible for appointment. Further, the Company has also received a Notice under Section 160(1) of the Act, from a member of the Company, signifying his intention to propose Mr. Goenka's appointment as a Director of the Company which is available for inspection by the members in electronic mode.

Mr. Vivek Goenka is an entrepreneur having started a chain of design hotels under the brand name "Vesta Hotels & Resorts". Vesta currently owns and operates 7 up-market hotels in Jaipur, Udaipur, Bikaner and Pushkar. His business interests are also in the IT space through Softweb Technologies Pvt. Ltd. Softweb makes ERP systems for various industries in particular the Tea, Jute and Mining Industries. The company is also involved in facial recognition applications and was the pioneer in India in introducing attendance taking in tea estates through facial recognition. The Company is based out of Kolkata with over 70 engineers and also has offices in Bangladesh.

Mr. Goenka graduated in Management Studies from the University of Nottingham and subsequently went on to complete his Masters degree in Finance and Investment with distinction. He is an active sportsman enjoying the outdoors.

#### Major Accomplishments –

- Youngest Chairman of the Indian Tea Association (ITA) and CCPA. The ITA is the largest tea producers association in India.
- Vice Chairman of Indian Tea Board in 2021-22.
- Led several delegations to countries world-wide representing the interests of Indian tea.
- Launched the Asia Tea Alliance with major tea producing countries including India, China, Sri Lanka, Indonesia and Japan.
- Member of the Council of Management of the Tea Research Association (TRA) of India.
- Director in Maple Hotels & Resorts Limited, Warren Steels Pvt. Ltd., Dhunseri Tea & Industries Limited and Sinclairs Hotels Limited.
- Launched Vesta Hotels & Resorts which currently owns and operates seven upscale hotels in Rajasthan.
- Vesta Bikaner Palace was awarded the Hall Of Fame award by TripAdvisor for being rated the Number 1 hotel in Bikaner for 5 years in a row.
- Past President of the Entrepreneurs Organisation (EO) Kolkata Chapter. Also served as Area Director of EO South Asia region.
- Avid trekker having climbed Mt. Kilimanjaro and Mt. StokKangri.

The terms of remuneration as recommended by the Nomination and Remuneration Committee, Audit Committee and by the Board, it is proposed to seek the Shareholder's approval for the appointment and remuneration payable to Mr. Goenka as a Whole Time Director designated as **Vice Chairman & Managing Director** of the Company in terms of the provisions of the Act. The main terms of appointment as a Whole Time Director designated as **Vice Chairman & Managing Director** are furnished below:

A. Salary

Rs. 4,70,000/- only per month in the range of Rs. 4,70,000 – Rs. 4,80,000 – Rs. 4,90,000

B. Bonus

NIL

C. Perquisite entitlement of Mr. Goenka :

In addition to salary, Mr. Goenka will be entitled to perquisite like furnished accommodation, gas, electricity, water and furnishing, use of Company cars, medical reimbursement for self and family, leave travel allowance for self and family, Club fees, retirement benefits, etc. in accordance with the Rules of the Company.

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.

In the event of absence or inadequacy of profits of the Company in any financial year during the period of appointment of Mr. Goenka, shall be entitled to receive/ enjoy his aforesaid remuneration including perquisites as minimum remuneration.

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

This approval for appointment of Mr. Goenka as a Whole Time Director designated as **Vice Chairman & Managing Director** of the Company as mentioned in item no. 2 of the notice shall also be deemed to be approval under Regulation 17(6)(e) of the Listing Regulations. The remuneration payable to Mr. Goenka, related party of the company, exceeds the threshold of materiality as mentioned in Schedule XII of Listing Regulations and therefore no related party shall vote to approve the resolution as mentioned in item no. 2 of the notice whether the entity is a related party to the particular transaction or not.

The Audit Committee has reviewed the certificate provided by the Whole Time Director and CFO of the Listed Entity as required under the RPT Industry Standards.

The Agreement also sets out mutual rights and obligations of the parties. A copy of the agreement will be available for inspection by the members in electronic mode. Members can inspect the same by sending an email to [investors@warrentea.com](mailto:investors@warrentea.com) and [rta@cbmsl.com](mailto:rta@cbmsl.com) through their registered e-mail ID quoting name, Demat Account Number/ Folio Number and Mobile Number and will also be available for inspection at the meeting.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors before the date of appointment of Mr. Goenka. The Company has not issued any Non-Convertible Debentures. A statement containing additional information as required in Schedule V of the Companies Act, 2013 forms part of the notice.

Details of Mr. Vivek Goenka is provided in Annexure I&II to the Notice pursuant to the provisions of (i) Companies Act, 2013 read with Schedule V; (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

**Details pursuant to SEBI Circular dated 26.06.2025 & Industry Standards on “Minimum information as placed before the Audit Committee for approval of Related Party Transaction (RPT)”** is provided in Annexure – III to this Notice.

The Board considers that the appointment of Mr. Goenka would be of immense benefit to the Company and thus recommends the Resolutions as set out at Item No. 1 and 2 of the Notice for approval of members of the Company.

Except Mr. Vivek Goenka and Mr. Vinay Kumar Goenka, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in above Resolution.

### Item No. 3

Mr. Vinay Kumar Goenka, Executive Chairman of the Company has resigned from the post of Executive Chairman with effect from close of day of 31<sup>st</sup> March, 2026. The Board of Directors of the Company at its meeting held on 31<sup>st</sup> March, 2026, based on the recommendation of Nomination and Remuneration Committee and Audit Committee, approved continuation of Mr. Vinay Kumar Goenka (DIN: 00043124) as Non-Executive Director, liable to retire by rotation, designated as “Chairman” of the Company with effect from 1<sup>st</sup> April, 2026.

Mr. Vinay Kumar Goenka pursuant to the provisions of Section 152 of the Companies Act, 2013 (“the Act”) have given his consent to act as a Non-Executive Director of the Company and other necessary declarations and Mr. Vinay Kumar Goenka is neither disqualified from being, appointed as a Director in terms of the provisions of Section 164(2) of the Act, nor debarred from holding the Office of the Director by virtue of any SEBI Order or any other such Authority.

Mr. Vinay Kumar Goenka shall be reimbursed all expenses in actual incurred by him in connection with or in relation to the affairs and business of the Company, including but not limited to travelling expenses (domestic/foreign), conveyance charges within and outside Kolkata, club bills and any other expenditure incurred by him while carrying out work relating to the business of the Company. In addition, the Company at its own cost shall maintain “Office of the Chairman” with necessary infrastructure/manpower.”

Mr. Vinay Kumar Goenka shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or the Committees thereof, nor shall be paid any other fees in this regard.

Details of Mr. Vinay Kumar Goenka is provided in Annexure I to the Notice pursuant to the provisions of (i) Companies Act, 2013; (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Presence of Mr. Vinay Kumar Goenka in the Board of the Company as guide & mentor will ensure stability and be more beneficial for the further growth of the Company therefore the Board recommends the resolutions as set out in item no. 3 of this Notice for your approval as Ordinary Resolution.

Except Mr. Vinay Kumar Goenka and Mr. Vivek Goenka, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in above Resolution.

BY ORDER OF THE BOARD  
WARREN TEA LIMITED

EXECUTIVE DIRECTOR &  
COMPANY SECRETARY  
(DIN: 08825627)

Date: 31/03/2026

Place: Kolkata

**ANNEXURE- I TO THE POSTAL BALLOT NOTICE**

Disclosure required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015 and Secretarial Standard – 2  
(On General Meeting issued by the Institute of Company Secretaries of India)

(As on March 31, 2026)

<b>Name of the Director</b>	<b>Mr. Vivek Goenka</b>	<b>Mr. Vinay Kumar Goenka</b>
<b>Director Identification Number</b>	00042285	00043124
<b>Date of Birth Age (Years)</b>	08.06.1982 (43 years)	5 <sup>th</sup> July, 1958 (67 years)
<b>Date of first Appointment on the Board</b>	01/04/2026	04/04/1983
<b>Experience and Expertise in Specific Functional Area</b>	Mr. Vivek Goenka is an entrepreneur having started a chain of design hotels under the brand name “Vesta Hotels & Resorts”. Vesta currently owns and operates 7 up-market hotels in Jaipur, Udaipur, Bikaner and Pushkar. His business interests are also in the IT space through Softweb Technologies Pvt. Ltd. Softweb makes ERP systems for various industries in particular the Tea, Jute and Mining Industries. The company is also involved in facial recognition applications and was the pioneer in India in introducing attendance taking in tea estates through facial recognition. The Company is based out of Kolkata with over 70 engineers and also has offices in Bangladesh.	Four decades of business experience in areas including Plantation, Manufacturing, Marketing and Export of tea and has held several important positions.
<b>Qualifications and Experience</b>	Graduated in Management Studies from the University of Nottingham and subsequently completed his Masters degree in Finance and Investment with distinction.	B. Sc (Botany)
<b>No. of Shares held in the Company</b>	1476876	2681219

<p><b>Directorship in Other Companies Listed -</b></p> <p><b>Unlisted - **</b></p>	<p>1) Dhunseri Tea &amp; Industries Limited – Independent Director</p> <p>2) Sinclairs Hotels Limited – Independent Director</p> <p>1) Maple Hotels &amp; Resorts Limited</p> <p>2) Warren Steels Pvt. Ltd.</p>	<p>NIL</p>
<p><b>Chairman/ Member in the Committees of the Boards of (other) Companies</b></p> <p><b>Listed -</b></p> <p><b>Unlisted - **</b></p>	<p>1. Dhunseri Tea &amp; Industries Limited</p> <p>a) Audit Committee - Member</p> <p>b) Stakeholders Relationship Committee – Chairman</p> <p>c) Nomination &amp; Remuneration Committee - Chairman</p> <p>d) Corporate Social Responsibility Committee - Member</p> <p>2. Sinclairs Hotels Limited</p> <p>a) Nomination &amp; Remuneration Committee - Member</p> <p>1. Maple Hotels &amp; Resorts Limited :</p> <p>a) Audit Committee - Chairman</p> <p>b) Stakeholders Relationship Committee – Chairman</p> <p>c) Nomination &amp; Remuneration Committee – Member</p>	<p>NIL</p> <p>NIL</p>
<p><b>Resignation from any listed entity in past three years</b></p>	<p>NIL</p>	<p>NIL</p>

<b>Terms and Conditions of Appointment/ Reappointment</b>	Appointment as Whole-time Director of the Company designated as “Vice Chairman & Managing Director” of the Company for a period of three years w.e.f. 1 <sup>st</sup> April, 2026. (For further details refer to the Notice and the Explanatory Statement)	Being continuation as Non Executive Director of the Company, appointed as “Chairman” w.e.f. 1 <sup>st</sup> April, 2026.
<b>Details of remuneration sought to be paid</b>	As set out in the Explanatory Statement. The remuneration as approved by the Nomination and Remuneration Committee and also Audit Committee of the Company.	As set out in the Explanatory Statement. The remuneration as approved by the Nomination and Remuneration Committee and also Audit Committee of the Company.
<b>Last drawn remuneration</b>	<u>Rs. in lacs (F.Y. 2024-25)</u>	<u>Rs. in lacs (F.Y. 2024-25)</u>
- Salary	8.04	46.20
- PF/Gratuity/ Other Funds	2.53	12.47
- Bonus	NIL	NIL
- Other Benefits	<u>14.79</u>	<u>44.69</u>
<b>TOTAL</b>	<u>25.36</u>	<u>103.36</u>
<b>Listed entities from which resigned in the past Three years</b>	NIL	NIL
<b>Chairman/ Member of the Committee of Directors in the Company</b>	NIL	Member of the following Committees of Warren Tea Limited : - Stakeholders Relationship Committee - Corporate Social Responsibility Committee
<b>Relationship with other Directors and Key Managerial Personnel</b>	Mr.Vivek Goenka is son of Mr.Vinay Kumar Goenka, Chairman and except for him none of the others is a relative of any Director of the Company.	

<b>Number of meetings of the Board attended during the year</b>	Not applicable	5 out of 8
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\*\* Excludes Directorships in Private Limited Companies and Foreign Companies.

BY ORDER OF THE BOARD  
WARREN TEA LIMITED

EXECUTIVE DIRECTOR &  
COMPANY SECRETARY  
(DIN: 08825627)

Date: 31/03/2026

Place: Kolkata

## ANNEXURE – II TO THE NOTICE OF THE POSTAL BALLOT

(Statement of Information for the Members required to be disclosed under the  
Second Proviso to Section – II(B), Part-II of Schedule V of the Companies Act, 2013)

### I. General Information :

(1) Nature of industry:

Retail Marketing of tea as well as Merchant Exporting.

(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 also 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 (consolidated, audited) over the last three financial years is set out as under :-

<u>Year ended</u>	<u>31<sup>st</sup> March</u> <u>2023</u>	<u>31<sup>st</sup> March,</u> <u>2024</u>	<u>31<sup>st</sup> March,</u> <u>2025</u>
Gross Revenue	6214.95	336.76	445.76
Profit/(Loss) before Tax	2264.10	(38.41)	145.84
Profit/(Loss) after tax	(495.54)	(85.17)	63.87
Total Comprehensive Income	(1978.82)	204.48	192.57

(Rs. in lakhs)

(5) Foreign Investments or collaborations, if any:

As on 31<sup>st</sup> March, 2026 foreign investment was 9971 Shares (0.0834%) for Non Resident Indians equity shares of Rs. 10 each in the Company.

II Information about the appointee :

1.	Background Details :	
	<b>Name of Director</b>	<b>Mr. Vivek Goenka</b>
	Date of Birth/Age (Years)	08.06.1982 (43 years)
	Date of Appointment as Director	01.04.2026
	Qualification	Graduated in Management Studies from the University of Nottingham and subsequently completed his Masters degree in Finance and Investment with distinction.
	Expertise and experience in specific functional areas	Mr. Vivek Goenka is an entrepreneur having started a chain of design hotels under the brand name “Vesta Hotels & Resorts”. Vesta currently owns and operates 7 up-market hotels in Jaipur, Udaipur, Bikaner and Pushkar. His business interests are also in the IT space through Softweb Technologies Pvt. Ltd. Softweb makes ERP systems for various industries in particular the Tea, Jute and Mining Industries. The company is also involved in facial recognition applications and was the pioneer in India in introducing attendance taking in tea estates through facial recognition. The Company is based out of Kolkata with over 70 engineers and also has offices in Bangladesh.
2.	Past Remuneration :	<u>Rs. in lacs</u>
	2022-23	23.43
	2023-24	22.48
	2024-25	25.36
3.	Recognition of Awards	<p>Major Accomplishments –</p> <ul style="list-style-type: none"> <li>➤ Youngest Chairman of the Indian Tea Association (ITA) and CCPA. The ITA is the largest tea producers association in India.</li> <li>➤ Vice Chairman of Indian Tea Board in 2021-22.</li> <li>➤ Led several delegations to countries world-wide representing the interests of Indian tea.</li> <li>➤ Launched the Asia Tea Alliance with major tea producing countries including India, China, Sri Lanka, Indonesia and Japan.</li> </ul>

		<ul style="list-style-type: none"> <li>➤ Member of the Council of Management of the Tea Research Association (TRA) of India.</li> <li>➤ Director in Maple Hotels &amp; Resorts Limited, Warren Steels Pvt. Ltd., Dhunseri Tea &amp; Industries Limited and Sinclairs Hotels Limited.</li> </ul>
4.	Job profile and his suitability	Mr. Vivek Goenka is presently holding office of the President of the Company and is monitoring and controlling of affairs including operations of the Company under the superintendence, directions and controlling of the Board of Directors and/or Executive Chairman. Considering his ability and experience, commendable leadership of dedicated services, business acumen and with a view of availing his service for future sustainable growth and progress of the Company, Board of Directors considered it is necessary to appoint him as “Whole-time Director” designated as “Vice Chairman & Managing Director” of the Company. Accordingly the Board of Directors at their meeting held on 31 <sup>st</sup> March, 2026 appointed Mr. Vivek Goenka as Whole-time Director designated as “Vice Chairman & Managing Director” for a period of 3 (three) years commencing from 1 <sup>st</sup> April, 2026 subject to the approval of the shareholders of the Company through Postal Ballot (through remote e-voting).
5.	Remuneration proposed	As set out in the Explanatory Statement. The remuneration has been approved by the Nomination and Remuneration Committee and the Audit Committee of the Company.
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) – Considering the size, complexity and nature of business, the remuneration and other pecuniary benefits proposed to be paid to the Whole-time Director as commensurate with the job requirement, responsibility and is in the line with other similar companies.	
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Vivek Goenka is son of Mr. Vinay Kumar Goenka, Chairman of the Company. Besides the above and remuneration proposed, Mr. Goenka does not have any pecuniary relationship with the Company or any other Managerial personnel of the Company

### III Other information :

#### (1) Reason of loss or inadequate profits :

There have been series of significant changes in the overall market scenario in last few years. Over the last four years the company has been faced with many a difficult circumstances like

vagaries of weather due to climate change, severe pest infestation, significant rise in labour wages due to statutory changes and also the pandemic, all have had significant impact on companies profitability. To combat abovementioned adverse situations, the Company has disposed off all of its Tea Estates last year and this monetization is to consolidate and strengthen its financial position including containment and optimization of liabilities including borrowings and improving the overall performance of the Company.

The relevant information will be provided in the Board's Report of the relevant year in which inadequate profit or loss arises.

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

The Company shall be venturing into new areas of the business i.e.

- i) Retail/Consumer Marketing in selected district in Northern India.
- ii) To carry tea business as a Merchant Exporters to Gulf/CIS/Eastern European Countries.

The relevant information will be provided in the Board's Report of the relevant year in which inadequate profit or loss arises.

(3) Expected increase in productivity and profits in measurable terms :

The productivity and profitability in respect of any of the businesses cannot be quantified in measurable terms, due to uncertainties involved.

(4) Disclosures

- A) Shareholding of Mr. Vivek Goenka in the Company : 1476876
- B) The details of remuneration of Mr. Vivek Goenka are given in the Statement Annexed herewith of this Notice.

**Annexure - III**

**Details pursuant to SEBI Circular dated 26.06.2025 & Industry Standards on “Minimum information as placed before the Audit Committee for approval of Related Party Transaction (RPT) in respect of item No. 2**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Information provided by the management</b>		
<b>A</b>	<b>Details of the related party and transactions with the related party</b>			
<b>A (1)</b>	<b>Basic details of the related party</b>			
1.	Name of the related party	Mr. Vivek Goenka		
2.	Country of incorporation of the related party	Not Applicable		
3.	Nature of business of the related party	Not Applicable		
<b>A (2)</b>	<b>Relationship &amp; ownership of the related party</b>			
4.	<p>Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> <li>Shareholding of the listed entity, whether direct or indirect, in the related party.</li> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.</li> <li>Shareholding of the related party, whether direct or indirect, in the listed entity.</li> </ul>	<p>Mr. Vivek Goenka, Vice-Chairman Cum Managing Director of the Company. He is also Promoter of the Company.</p> <p>Mr. Vivek Goenka is son of Mr. Vinay Kumar Goenka, Non-executive Chairman and promoter of the Company.</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>% of Shareholding – 12.36 %</p>		
<b>A (3)</b>	<b>Details of previous transactions with the related party</b>			
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	<b>Sl. No.</b>	<b>Details of transactions</b>	<b>Amount (Rs. In Lakhs)</b>
		1.	Remuneration as President of the Company	25.36
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable		

<b>A (4) Amount of the proposed transaction(s)</b>							
1.	<p>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</p> <table border="1"> <tr> <td>1</td> <td>Basic Salary: Rs. 4,70,000/- only per month in the range of Rs. 4,70,000 – Rs. 4,80,000 – Rs. 4,90,000</td> </tr> <tr> <td>2</td> <td>Commission: NIL</td> </tr> <tr> <td>3</td> <td>Perquisites: Furnished accommodation, gas electricity, water and furnishing, use of Company cars, medical reimbursement for self and family, leave travel allowance for self and family, Club fees, retirement benefits, etc. In accordance with the Rules of the Company. 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..</td> </tr> </table>	1	Basic Salary: Rs. 4,70,000/- only per month in the range of Rs. 4,70,000 – Rs. 4,80,000 – Rs. 4,90,000	2	Commission: NIL	3	Perquisites: Furnished accommodation, gas electricity, water and furnishing, use of Company cars, medical reimbursement for self and family, leave travel allowance for self and family, Club fees, retirement benefits, etc. In accordance with the Rules of the Company. 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..
1	Basic Salary: Rs. 4,70,000/- only per month in the range of Rs. 4,70,000 – Rs. 4,80,000 – Rs. 4,90,000						
2	Commission: NIL						
3	Perquisites: Furnished accommodation, gas electricity, water and furnishing, use of Company cars, medical reimbursement for self and family, leave travel allowance for self and family, Club fees, retirement benefits, etc. In accordance with the Rules of the Company. 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..						
2.	<p>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</p> <p>Yes</p>						
3.	<p>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</p> <p>12.65% (The above percentage has been computed excluding perquisites. The listed entity's annual consolidated turnover, for the financial year 2024-25 has been taken into consideration)</p>						
4.	<p>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year. (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</p> <p>Not Applicable</p>						
5.	<p>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover. (If consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</p> <p>Not Applicable</p>						
6.	<p>Financial performance of the related party for the immediately preceding financial year</p> <p>Not Applicable</p>						
<b>A (5) Basic details of the proposed transaction</b>							
1.	<p>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</p> <p>Appointment remuneration including terms and conditions of appointment of Mr. Vivek Goenka as Whole-time Director designated as "Vice Chairman &amp; Managing Director" for a period of 3 years commencing from 1<sup>st</sup> April, 2026</p>						
2.	<p>Details of each type of the proposed transaction</p> <p>Appointment remuneration including terms and conditions of appointment of Mr. Vivek Goenka as Whole-time Director designated as "Vice Chairman &amp; Managing Director" for a period of 3 years commencing from 1<sup>st</sup> April, 2026</p>						

3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For a period of 3 years commencing from 1 <sup>st</sup> April, 2026	
4.	Whether omnibus approval is being sought?	Not applicable	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	1	Basic Salary: Rs. 4,70,000/- only per month in the range of Rs. 4,70,000 – Rs. 4,80,000 – Rs. 4,90,000
		2	Commission: NIL
		3	Perquisites: Furnished accommodation, gas, electricity, water and furnishing, use of Company cars, medical reimbursement for self and family, leave travel allowance for self and family, Club fees, retirement benefits, etc. In accordance with the Rules of the Company. 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..
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Mr. Vivek Goenka is presently holding office of the President of the Company and is monitoring and controlling of affairs including operations of the Company under the superintendence, directions and controlling of the Board of Directors and/or Executive Chairman. Considering his ability and experience, commendable leadership of dedicated services, business acumen and with a view of availing his service for future sustainable growth and progress of the Company, Board of Directors considered it is necessary to appoint him as “Whole-time Director” designated as “Vice Chairman & Managing Director” of the Company. Accordingly the Board of Directors at their meeting held on 31 <sup>st</sup> March, 2026 appointed Mr. Vivek Goenka as Whole-time Director designated as “Vice Chairman & Managing Director” for a period of 3 (three) years commencing from 1 <sup>st</sup> April, 2026.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.		
	a. Name of the director / KMP	Mr. Vinay Kumar Goenka	Promoter Director
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	Mr. Vinay Kumar Goenka	2681229
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9.	Other information relevant for decision making.	Not Applicable	

BY ORDER OF THE BOARD  
WARREN TEA LIMITED

EXECUTIVE DIRECTOR &  
COMPANY SECRETARY  
(DIN: 08825627)

Date: 31/03/2026  
Place: Kolkata