



Warren Tea Limited

WTL/SEC/S-2

27th June, 2024

The General Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
- Scrip Code 508494

Dear Sir,

Ref : Regulation 30 of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub : Submission of the Summary of Proceedings of 47th Annual General Meeting of
Warren Tea Limited held on 27th June, 2024 at 12.30 PM through Audio Visual Means

This is to intimate you that 47th Annual General meeting of the Company was held on 27th June, 2024 at 12.30 PM through prescribed Video Conferencing (VC) and Other Audio Visual Means (OAVM), as per the framework and authorization give by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) to transact the business as set out in the Notice of 47th Annual General Meeting dated 14th May, 2024.

In this regard, pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the enclosed letter of date giving the Summary of Proceedings of the 47th Annual General Meeting has been uploaded on BSE Portal.

The Annual General Meeting concluded at 1.16 PM (IST). The Voting Results will be announced shortly after getting Scrutinizer's Report and will be made available on the website of the Company at www.warrentea.com and at the site of Central Depository Services (India) Ltd. www.evotingindia.com

This is for your information and record.

Yours faithfully,
Warren Tea Limited

(Soma Chakraborty)

Executive Director & Company Secretary

Encl : as above

CIN : L01132WB1977PLC271413

website : www.warrentea.com

Registered & Corporate Office : 8th Floor, 'Johar Building', P-1, Hide Lane, Kolkata 700 073

Telephone : 033 22360025 Email : corporate@warrentea.com



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Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
- Scrip Code 508494

The Secretary
The Calcutta Stock Exchange Limited ,
7 Lyons Range,
Kolkata 700 001
- Scrip Code 33002

Dear Sir,

Summary of the Proceedings of the 47th Annual General Meeting

In accordance with the MCA General Circular number 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/2020 dated 05.05.2020, 28/2020 dated 17/08/2020, 02/2021 dated 13/01/2021, 19/2021 dated 08.12.2021, 21/2021 dated 14.12.2021, 02/2022 dated 05.05.2022, 10/2022 dated 28.12.2022 and 9/2023 dated 25.09.2023 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India Notification nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/ P/2022/62 dated May 13, 2022, SEBI/HO/CFD/POD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ('SEBI Circulars'), the 47th Annual General Meeting (AGM) of the Company was held on Thursday, 27th June, 2024 through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). The meeting commenced at 12.30 PM (IST) and concluded at 1.16 PM.

The Corporate office of the Company i.e. Johar Building, 8th floor, P-1, Hide Lane, Kolkata 700 073 was the venue for the AGM.

Mr. Vinay K Goenka, Executive Chairman chaired the meeting. The Chairman after ascertaining with the requisite quorum was present, welcomed members and declared that the meeting was validly constituted and commenced the proceedings of the meeting.

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The Chairman informed the members that the following Directors were present at the venue of the AGM :

- 1) Mr. Vinay Kr. Goenka - Executive Chairman
- 2) Mr. Kunal R. Shah, Non Executive Independent Director and Chairman of Nomination & Remuneration Committee
- 3) Mrs. Atrayee Ghosal, Non Executive Independent Director and Chairman of Audit Committee and Stakeholders' Relationship Committee.
- 4) Mrs. Soma Chakraborty - Executive Director & Company Secretary
- 5) Mr. Indraneel Banik - Executive Director & Chief Financial Officer

The Chairman informed that in accordance with the Circulars of MCA, SEBI and pursuant to the provisions of Section 108 of the Companies Act, 2013 together with the relevant Rules framed thereunder the Company has taken all feasible steps to enable the members to participate through Video Conference and cast their votes through remote e-voting along with the facility to e-vote during the AGM as well for those who have not casted their vote through remote e-voting on the items being considered at the AGM. In accordance with the Circulars, the Notice of this AGM and Annual Report 2023-24 were sent by e-mail to all the members whose e-mail Ids were available and also public notices were issued in English and Assamese newspapers.

The representative of M/s GARV & Associates, Statutory Auditors and Mr. Raj Kumar Banthia, Partner of M/s MKB & Associates, Secretarial Auditors and also the Scrutinizer of the AGM were also present at the Meeting. They attended the AGM from their respective offices through Video Conferencing.

The Chairman informed the members that registers and documents as statutorily required were available for inspection during the AGM.

The Chairman also informed that the members were provided with an option to ask for the documents referred to in the Notice of the AGM and Explanatory Statement, till the conclusion of the AGM.

The Chairman stated that the Company has received requests from a few nos. shareholders to register them as-speakers at the meeting accordingly the floor will be opened for them to ask questions and express their views. The moderator will facilitate this session once the Chairman opened the floor for the same. The Company reserved the right to limit the number of shareholders' asking questions depending on the availability of time at the AGM. Due to technical reason the microphone will be switched on and the camera will be off.

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The Company had provided remote e-voting facility for shareholders to cast their vote electronically on all the resolutions set forth in the Notice. The remote e-voting started from 23rd June, 2024 at 9.00 AM (IST) and closed on 26th June, 2024 at 5.00 PM (IST). There were 10 (ten) resolutions to be passed at the 47th Annual General Meeting and members who had not cast their vote through remote e-voting could cast their vote during the AGM and the facility shall be available till 15 minutes after the conclusion of the meeting through e-voting system provided by CDSL.

The Chairman informed that the Annual Report of 2023-24 containing AGM Notice dated 14th May, 2024, Board's Report and Financial Statement were circulated through e-mail to all the members as required under law with the permission of the Members present, these were taken as read.

The Chairman informed that there were no clarifications, observations or comments or other remarks on the financial transactions which have any adverse effect on the functioning of the Company in the Auditors' Report issued by M/s. Garv & Associates, the Statutory Auditors. Thereupon the Auditors Report to shareholders was taken as read.

The Chairman informed that the Company has obtained Statutory Report from Mr Raj Kumar Banthia, Practicing Company Secretary of MKB & Associates pursuant to section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman further informed the members that there are no qualifications, observations or comments or other remarks which have any material adverse effect on the functioning of the Company in the Secretarial Audit Report issued by M/s. MKB & Associates, Secretarial Auditors. Thereupon the Secretarial Audit Report to shareholders was taken as read.

The Chairman observed that there are 10(ten) resolutions proposed to be passed at the 47th AGM. Out of which four (4) resolutions are Ordinary and six (6) are Special Resolutions. The Chairman briefly narrated the purpose for each of these resolutions.

The Chairman mentioned that the Company had offered two alternative voting options to the shareholders, viz (i) Remote e-voting (ii) E-voting System facility during e-AGM.

Shareholders holding shares as on the cut-off date fixed for the purpose, namely 20th June, 2024 alone were entitled to cast the vote under any one of the aforesaid options.

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Remote e-voting

- i) The Chairman mentioned that remote e-voting facility has been offered pursuant to section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility and e-voting at the AGM to cast electronically on all resolutions set forth in the Notice convening the 47th AGM and enable Members to participate in AGM electronically.

Remote e-voting commenced on 23rd June, 2024 at 9.00 AM and closed on 26th June, 2024 at 5.00 PM.

E-Voting during e-AGM

The Chairman informed the members that the Company is also offering the E-voting facility at the e-AGM. Only those shareholders who are present in the AGM and who have not cast their E-voting through Remote e-Voting are eligible to vote at e-AGM.

The Chairman also informed e-voting will be kept opened till 15 minutes after the close of the meeting.

The Chairman then took up all the resolutions as set forth in the Notice convening the AGM dated 14th May, 2024 except the resolution at item no. 2 and 7 which he being interested in entrusted the proceedings to Mr. Kunal R. Shah for the purpose of conducting the proceedings for the said resolutions.

The Chairman covered the items of Ordinary Business and Special Business as listed under serial nos. 1 to 10 below as set out in the Notice convening the AGM were put to vote by remote e-voting and voting during the AGM.

ORDINARY BUSINESS

1. Adoption of Audited Standalone Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2024 alongwith the Reports of the Board of Directors and the Auditors thereon.
2. Appointment of Director in place of Mr Vinay Kumar Goenka (DIN 00043124) retiring by rotation who being eligible has offered himself for reappointment.

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SPECIAL BUSINESS

3. Appointment of Mr. Indraneel Banik (DIN : 09687872) as Director (Ordinary Resolution)
4. Appointment of Mr. Indraneel Banik (DIN : 09687872) as Whole time Director (Special Resolution)
5. Appointment of Mrs. Soma Chakraborty (DIN : 08825627) as Director (Ordinary Resolution)
6. Appointment of Mrs. Soma Chakraborty (DIN : 08825627) as Whole time Director (Special Resolution)
7. Re-appointment of Mr. Vinay Kumar Goenka (DIN : 00043124) As Executive Chairman (Special Resolution)
8. Appointment of Ms. Atrayee Ghosal (DIN 10537143) as an Independent Director of the Company (Special Resolution).
9. Appointment of Mr. Dharam Chand Dharewa (DIN: 05327284) as an Independent Director of the Company (Special Resolution)
10. Appointment of Mr. Umang More (DIN: 10547611) as an Independent Director of the Company (Special Resolution)

The Chairman further informed that Mr Raj Kumar Banthia, Practicing Company Secretary is appointed as the scrutinizer for remote e-voting and e-voting at the 47th AGM to oversee the e-voting process and will collate the votes cast through remote e-voting and those exercised during the AGM and submit the consolidated Report within 48 hours of the conclusion of the AGM.

The results of the voting will be put up at the Registered Office and Corporate Office and shall also be uploaded on the website of the Company and that of Central Depository Services (India) Ltd. as well as forwarded to the Stock Exchanges in accordance with the law.

The Chairman informed that the Company has received request from 8 nos. shareholders to allow them as speaker in the meeting. He requested CDSL to allow them to speak. The Chairman responded appropriately.



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The Chairman then thanked the Members and other Board members for their participation in the meeting and declared the meeting as closed.

The AGM ended at 1.16 PM (IST) with a vote of thanks to the Chair.

This is for your information and record.

Yours faithfully,
Warren Tea Limited

Soma Chakraborty
(Soma Chakraborty)
Executive Director & Company Secretary

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