



# Warren Tea Limited

WTL/SEC/S-2

13<sup>th</sup> September, 2023

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

Dear Sir,

Sub : 46<sup>th</sup> Annual General Meeting – Results of Voting

Enclosed please find copy of report of the Scrutinizer for the 46<sup>th</sup> Annual General Meeting of the Company held on 12<sup>th</sup> September, 2023.

Yours faithfully,  
Warren Tea Limited

*Soma Chakraborty*  
(Soma Chakraborty)  
Company Secretary

Encl : as above

CIN : L01132AS1977PLC001706

website : [www.warrentea.com](http://www.warrentea.com)

Corporate Office : 8<sup>th</sup> Floor, 'Johar Building', P-1, Hide Lane, Kolkata 700 073

Telephone : 033 22360025, Email : [corporate@warrentea.com](mailto:corporate@warrentea.com)

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



**CONSOLIDATED SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]**

To,

The Chairman of the 46<sup>th</sup> (Forty Sixth) Annual General Meeting (AGM) of Members of Warren Tea Limited (CIN: LQ1132AS1977PLC001706), held on Tuesday, 12th day of September, 2023 at 2:00 P.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

**Dear Sir,**

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Warren Tea Limited** ("the Company") for the purpose of scrutinizing the process of voting through Remote-Voting and electronic voting at the Annual General Meeting, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of SEBI (LODR) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, 8th December, 2021, 14th December, 2021, 5th May, 2022 and 28<sup>th</sup> December, 2022 respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12th May, 2020, 15th January, 2021 and 5th January, 2023 and Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 46<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 12th day of September, 2023 at 2:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:





- (a) The Notice dated 28<sup>th</sup> July, 2023 convening the 46<sup>th</sup> Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent electronically on 16<sup>th</sup> August, 2023, to the members of the Company whose email addresses were registered with the Company/ Depositories/ RTA.
- (b) Since this AGM was held pursuant to the aforesaid MCA Circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly, in terms of above mentioned MCA and SEBI circulars, the facility for appointment of proxies by the members were also dispensed with.
- (c) The Company provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided electronic voting facility offered by CDSL to the shareholders who did not cast their vote through remote e-voting.
- (d) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. Tuesday, 5<sup>th</sup> September, 2023 were entitled to vote on the proposed resolutions.
- (e) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Friday, 8<sup>th</sup> September, 2023 at 9:00 AM (IST) and ended on Monday, 11<sup>th</sup> September, 2023 at 5:00 PM (IST).
- (f) The members present at the meeting exercised their voting rights electronically through facility offered by Central Depository Services (India) Limited (CDSL).





- (g) After conclusion of voting at the 46<sup>th</sup> Annual General Meeting, the votes cast electronically at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Ms. Khushi Nangalia and Ms. Kiran Joshi, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014 as amended.
- (h) Thereafter, the details containing, inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote through remote e-voting and electronic voting during the AGM were derived from the report generated from the e-voting website of CDSL, www.evotingindia.com.
- (i) A total of 30 Members have cast their vote, out of which 29 Members have cast their votes through remote e-voting and 1 Member has cast their votes electronically during the AGM and all such votes are valid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

	<b>Number of votes (shares) cast through Remote E- voting. (1)</b>	<b>Number of Votes (shares) cast through e-voting during the meeting (2)</b>	<b>Total (1)+(2)=(3)</b>	<b>% of total number of valid votes cast</b>
<b>ORDINARY BUSINESS</b>				
<b>Item No.1 as an Ordinary Resolution:</b> To consider and adopt the Standalone Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2023 along with the Reports of the Board of Directors and the Auditors thereon.				
(1) Voted in favour of the resolution	8814667	--	8814667	99.9923





(2) Voted against the resolution	678	1	679	0.0077
<b>Total</b>	<b>8815345</b>	<b>1</b>	<b>8815346</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**Item No.2 as an Ordinary Resolution:** To appoint a Director in place of Mr Vinay Kumar Goenka (DIN: 00043124), who retires by rotation and being eligible, offers himself for reappointment.

(1) Voted in favour of the resolution	8814667	--	8814667	99.9923
(2) Voted against the resolution	678	1	679	0.0077
<b>Total</b>	<b>8815345</b>	<b>1</b>	<b>8815346</b>	<b>100</b>
(3) Invalid votes	--	--	--	--

**SPECIAL BUSINESS**

**Item No. 3 as a Special Resolution:** Shifting of Registered Office of the Company from the State of Assam to the State of West Bengal and consequent amendments to the Memorandum of Association of the Company.

(1) Voted in favour of the resolution	8814667	--	8814667	99.9923
(2) Voted against the resolution	678	1	679	0.0077
<b>Total</b>	<b>8815345</b>	<b>1</b>	<b>8815346</b>	<b>100</b>






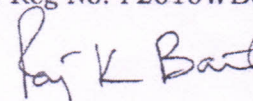
(3) Invalid votes:	--	--	--	--
--------------------	----	----	----	----

Based on the aforesaid results, the resolution no.(s) 1 to 3 as contained in the Notice have been passed with the requisite majority.

The remote e- voting register and other related papers/ registers and records, as applicable, is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

Date: 12.09.2023  
Place: Kolkata  
UDIN: A017190E000994210

For MKB & Associates  
Company Secretaries  
Firm Reg No: P2010WB042701



Raj Kumar Banthia  
Partner  
Membership no. 17190  
COP no. 18428