



Warren Tea Limited

WTL/SEC/S-2

July 30, 2020

The General Manager,
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,

Secretarial Compliance Report for the year ended 31.03.2020

Enclosed please find a copy of the Secretarial Compliance Report for the year ended 31st March, 2020 dated 30th June, 2020, issued by M/s MKB & Associates, Company Secretaries, pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Yours faithfully,
Warren Tea Limited


SOMA CHAKRABORTY
COMPANY SECRETARY

Encl : as above

CIN : L01132AS1977PLC001706 ■ website : www.warrentea.com

Corporate Office : 'Suvira House', 4B, Hungerford Street, Kolkata 700 017
Telephone : 2287 2287, Fax : 2289 4444, E-mail : corporate@warrentea.com
Registered Office : Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601



**SECRETARIAL COMPLIANCE REPORT OF WARREN TEA LIMITED FOR THE
YEAR ENDED 31.03.2020**

- I. Manoj Kumar Banthia, Partner of MKB & Associates, Company Secretaries in Practice, have examined
- all the documents and records made available to us and explanation provided by **Warren Tea Limited** ("the listed entity").
 - the filings/ submissions made by the listed entity to the stock exchanges.
 - website of the listed entity.
 - any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended 31st March, 2020 in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations including amendments thereto, to the extent applicable, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013.
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

and circulars/ guidelines issued thereunder.

and based on the above examination, we hereby report that, during the Review Period:

- The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.





- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) No actions have been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) There were no observations made in the secretarial compliance report of previous year.
- (e) During the year under review M/s. B M Chatrath & Co. LLP, Chartered Accountants were re-appointed as Statutory Auditors of the Company for a second term of two years at the Annual General Meeting of the Company held on 11 September 2019 and the terms of appointment of the statutory auditor has been subsequently modified in accordance with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019. In this regard, we report that the Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Date: 30.06.2020
Place: Kolkata
UDIN: A011470B000401200

For MKB & Associates
Company Secretaries

Manoj Kumar Banthia
(Partner)

ACS no. 11470
COP no. 7596
FRN: P2010WB042700