



# Warren Tea Limited

WTL/SEC/S-2

27<sup>th</sup> May, 2019

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 31.03.2019

Enclosed please find a copy of the Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019 dated 25<sup>th</sup> May, 2019, 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

( SIDDHARTHA ROY )  
PRESIDENT-LEGAL  
& COMPANY SECRETARY

End: as above



**SECRETARIAL COMPLIANCE REPORT OF WARREN TEA LIMITED FOR THE  
YEAR ENDED 31.03.2019**

I, Manoj Kumar Banthia, Partner, MKB & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Warren Tea Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year-ended 31<sup>st</sup> March, 2019 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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");

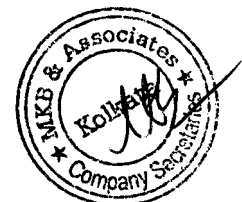
The specific Regulations, to the extent applicable, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) 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:

- (a) The listed entity has 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) Being the first year of Secretarial Compliance Report, there are no comments on the observations made in the secretarial compliance report of previous years.

For MKB & Associates  
Company Secretaries

  
Manoj Kumar Banthia  
(Partner)

ACS no. 11470

COP no. 7596

FRN: P2010WB042700

Date: 25.05.2019

Place: Kolkata