



Warren Tea Limited

WTL/SEC/S-2

28<sup>th</sup> May, 2024

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,

**Notice of the 47<sup>th</sup> Annual General Meeting of Warren Tea Limited  
through VC/OAVM on Thursday, 27<sup>th</sup> June, 2024 at 12.30 PM**

Further to our intimation dated 14<sup>th</sup> May, 2024 please find enclosed herewith Notice of the 47<sup>th</sup> Annual General Meeting of the Company to be held through Video Conferencing /Other Audio Visual Means (VC/OAVM) on Thursday, 27<sup>th</sup> June, 2024 at 12.30 PM in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities & Exchange Board of India.

In this regard, the Notice of the 47<sup>th</sup> Annual General meeting of the Company alongwith Annual Report for the financial year 2023-24 will be circulated to the members of the Company/ or other concerned in due course.

Kindly take the same on records.

Thanking you,

Yours faithfully,  
Warren Tea Limited

Soma Chakraborty  
Executive Director & Company Secretary

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



## Notice

NOTICE is hereby given that the Forty-Seventh Annual General Meeting of the members of Warren Tea Limited will be held on Thursday, 27<sup>th</sup> June, 2024 at 12.30 P.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses :-

### **ORDINARY BUSINESS**

1. To consider and adopt the Standalone Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2024 along with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr Vinay Kumar Goenka (DIN: 00043124), who retires by rotation and being eligible, offers himself for reappointment.

### **SPECIAL BUSINESS**

#### **3. Appointment of Mr. Indraneel Banik (DIN : 09687872) as Director**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as **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. Indraneel Banik (DIN: 09687872) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1<sup>st</sup> April, 2024 and who holds office up to the date of this 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.

#### **4. Appointment of Mr. Indraneel Banik (DIN : 09687872) as Whole time Director**

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 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 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 be and is hereby accorded to the appointment of Mr. Indraneel Banik (DIN : 09687872) as Whole time Director of the Company, designated as "Executive Director & Chief Financial Officer" (liable to retire by rotation) for a period of 3 (three) years with effect from 1<sup>st</sup> April, 2024 upon the terms and conditions including remuneration as set out in the Explanatory Statement and agreement entered into between the Company and Mr. Indraneel Banik, which agreement also be and is hereby approved.

"RESOLVED FURTHER THAT Mr. Indraneel Banik shall be subject to retirement by rotation during his tenure as Whole time Director, designated as Executive Director & Chief Financial Officer of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Whole time Director."

"RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company will pay to Mr. Indraneel Banik the remuneration as per the explanatory statement to this notice as minimum remuneration for a period of 3 years from the date of appointment."



## Notice (Continued)

“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. Indraneel Banik 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.”.

“RESOVLED 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.”.

### 5. **Appointment of Mrs. Soma Chakraborty (DIN : 08825627) 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, Mrs. Soma Chakraborty (DIN: 08825627) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1<sup>st</sup> April, 2024 and who holds office up to the date of this 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.

### 6. **Appointment of Mrs. Soma Chakraborty (DIN : 08825627) as Whole time Director**

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 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 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 be and is hereby accorded to the appointment of Mrs. Soma Chakraborty (DIN : 08825627) as Whole time Director of the Company, designated as “Executive Director & Company Secretary” (liable to retire by rotation) for a period of 3 (three) years with effect from 1<sup>st</sup> April, 2024 upon the terms and conditions including remuneration as set out in the Explanatory Statement and agreement entered into between the Company and Mrs. Soma Chakraborty which agreement also be and is hereby approved.

“RESOLVED FURTHER THAT Mrs. Soma Chakraborty shall be subject to retirement by rotation during his tenure as Whole time Director, designated as Executive Director & Company Secretary of the Company provided that if she vacates office by retirement by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, she shall not, by reason only of such vacation, cease to be the Whole time Director.”

“RESOLVED FURTHER THAT notwithstanding the profits in any financial year, the Company will pay to Mrs. Soma Chakraborty 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 Mrs. Soma Chakraborty 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.”.

“RESOVLED 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.”.



## Notice (Continued)

### 7. Re-appointment of Mr. Vinay Kumar Goenka (DIN : 00043124) As Executive Chairman

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 Board of Directors of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“the 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 reappointment of Mr. Vinay Kumar Goenka (DIN 00043124) as Executive Chairman of the Company, for a period of 3 (Three) years w.e.f. 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2027 upon the terms and conditions including remuneration as set out in the Explanatory Statement and agreement entered into between the Company and Mr. Vinay Kumar Goenka, which agreement also be and is hereby approved and that the approval be also deemed to be approved, pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations..”

“RESOLVED FURTHER THAT Mr. Vinay Kumar Goenka shall be subject to retirement by rotation during his tenure as Executive Chairman of the Company provided that if he vacates office by retirement by rotation under the provisions of the Companies Act, 2013 at any Annual General Meeting and is re-appointed as a Director at the same meeting, he shall not, by reason only of such vacation, cease to be the Executive Chairman.”

“FURTHER RESOLVED THAT notwithstanding the profits in any financial year, the Company will pay to Mr. Vinay Kumar 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 reappointment and remuneration of Mr. Vinay Kumar 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.”.

“RESOVLED 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.”.

### 8. Appointment of Ms. Atrayee Ghosal (DIN 10537143) as an Independent 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 pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications (s) or re-enactment (s) thereof for the time being in force), other applicable laws, provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Atrayee Ghosal (DIN : 10537143), who has been appointed as an Additional Director of the Company in the Independent category and has submitted a declaration that she meets the criteria for Independence as provided in 149 (6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of the Director, be and is hereby appointed as an Non Executive Independent Director of the Company, not liable to retire by rotation, for a period of five years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029.”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such act, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”



Notice (Continued)

9. **Appointment of Mr. Dharam Chand Dharewa (DIN: 05327284) as an Independent 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 pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications (s) or re-enactment (s) thereof for the time being in force) other applicable laws provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Dharam Chand Dharewa (DIN : 05327284), who has been appointed as an Additional Director of the Company in the Independent category and has submitted a declaration that he meets the criteria for independence as provided in 149(6) of the Act and the Rules framed thereunder and Regulation 16(1) (b) of the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Non Executive Independent Director of the Company, not liable to retire by rotation, for a period of five years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029.”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such act, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”

10. **Appointment of Mr. Umang More (DIN: 10547611) as an Independent 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 pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications (s) or re-enactment (s) thereof for the time being in force), other applicable laws, provisions of Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Umang More (DIN : 10547611) who has been appointed as an Additional Director of the Company in the Independent category and has submitted a declaration that he meets the criteria for independence as provided in 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Non Executive Independent Director of the Company, not liable to retire by rotation, for a period of five years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029.”

“RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such act, deeds, matters and things and take such steps as may be necessary, expedient or desirable in this regard.”

‘Johar Building’  
P-1, Hide Lane, 8<sup>th</sup> Floor  
Kolkata 700073

By Order of the Board  
Soma Chakraborty  
Executive Director & Company Secretary  
M. No.: A11108

May 14, 2024



## Notice (Continued)

### Notes :

1. The Members may exercise their rights to vote on the Resolutions contained in the Notice by electronic means for which necessary facility has been provided and the instructions therefor are attached.
2. Relevant details in respect of Item No. 2 of the Notice pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given hereinafter and details in respect of item nos. 3,4,5,6 and 7 of the Notice are included in the Explanatory Statement pursuant to section 102 of the Companies Act, 2013 given hereinafter.
3. The Company is registered with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for dematerialization of its Equity Shares which has been allotted the ISIN INE712A01012. CB Management Services (P) Limited ("CBMSL") having their office at P-22 Bondel Road, Kolkata 700 019 is the Registrar and Share Transfer Agent of the Company.
4. Members holding shares in physical form are requested to:
  - a. notify any change in their addresses and communicate on all matters pertaining to their shareholdings with the Company's Registrar and Share Transfer Agent CBMSL, at their e-mail id [rta@cbmsl.com](mailto:rta@cbmsl.com) , quoting their respective Ledger Folio Numbers;
  - b. note that as per provisions of the Companies Act, 2013 facility for making nominations is available for members in respect of Equity Shares held by them;
  - c. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN/ Bank Account particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN/Bank Account Particulars details to the Company/RTA.
5.
  - i. Pursuant to Section 205A of the Companies Act, 1956 all dividends declared and relative dividend warrants posted upto and including the Dividend for the year 1993-94 paid on 8th November, 1994 and remaining unclaimed by Members have been transferred to the General Revenue Account of the Central Government. Members who have not encashed their dividend warrants in respect of the said period are requested to prefer their claims to the Registrar of Companies, North Eastern Region, at Morello Building, Shillong 793 001, Meghalaya. In case any assistance is required, Members are requested to write to the Company's Registrar and Share Transfer Agent.
  - ii. Pursuant to Section 205A of the Companies Act, 1956 dividends declared from 1994-95 upto 2002-03 and remaining unclaimed by the Members have been transferred to the Investor Education and Protection Fund constituted by the Central Government under Section 205C of the said Act.
6. The Ministry of Corporate Affairs ('MCA') has vide its General Circular number 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 20/20 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 vide its Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ('SEBI Circulars') have permitted the holding of the Annual General Meeting ('AGM') through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 46<sup>th</sup> Annual General Meeting of the Company will be held through video conferencing ('VC') or other audio visual means ('OAVM'). Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is attached and the same will also be available at the website of the Company at [www.warrentea.com](http://www.warrentea.com).



## Notice (Continued)

Pursuant to the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021, 13<sup>th</sup> May, 2022, January 5, 2023 and October 7, 2023, Notice of the Forty-Seventh AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and no physical copy of the Annual Report has been sent by the Company to any member. Members may note that the Notice of Forty-Seventh AGM and Annual Report for the financial year 2023-24 will also be available on the Company's website at [www.warrentea.com](http://www.warrentea.com), websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) for their view /download.

7. In compliance with the said Circulars, the Company has also published a public notice by way of an advertisement advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent or Depository participants, as the case may be, to register their e-mail ids with them.
8. In terms of the aforesaid circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
9. The members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and to the Company and CB Management Services (P) Ltd, in case the shares are held by them in physical form by writing at [investors@warrentea.com](mailto:investors@warrentea.com) and [rt@cbmsl.com](mailto:rt@cbmsl.com) respectively, their e-mail addresses along with the copy of the signed request letter mentioning the Folio No., name and address of the member along with scanned copy of share certificate (front/back), self-attested copy of the PAN Card and self-attested copy of any document ( eg. Driving Licence, Election Identity Card, Passport) in support of the address of the member on or before 20<sup>th</sup> June, 2024. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid date enabling them to participate in the meeting and cast their votes.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code., etc. to their DPs in case the share are held by them in electronic form and to CB Management Services Pvt. Limited in case the shares are held by them in physical form.
11. Voting rights of the members ( for voting through remote e-voting or e-voting system provided in the Meeting itself shall be in proportion to shares of the paid up equity share of the Company as on the cut-off date i.e. 20<sup>th</sup> June, 2024. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners ( as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e-voting system provided in the meeting.
12. Only bonafide members of the Company whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
13. The facility for joining AGM through VC/OAVM will be available for up to 1,000 Members and members may join on first come first serve basis. However , the above restriction shall not be applicable to members holding more than 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel (s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
14. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The Company will conduct the AGM through VC/OAVM from its Corporate Office, i.e. Johar Building, P-1 Hide Lane, 8<sup>th</sup> Floor, Kolkata 700 073, to be the venue of the meeting.



## Notice (Continued)

16. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization should be uploaded in PDF format in the system for the scrutinizer to verify the same. Alternatively Non Individual members are required 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 at [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) and to the Company at [investors@warrentea.com](mailto:investors@warrentea.com) or to Registrar & Share Transfer Agent of the Company at [rta@cbmsl.com](mailto:rta@cbmsl.com) for the scrutinizer to verify the same, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.
18. All the documents referred to in the accompanying Notice and the Explanatory Statement should be available for inspection. Scanned copies of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Agreements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to seek inspect, may send their request through an email on or before 20<sup>th</sup> June, 2024 by quoting their name, demat account number and mobile no. to Registrar/Company through e-mail on [rta@cbmsl.com](mailto:rta@cbmsl.com)/[investors@warrentea.com](mailto:investors@warrentea.com).
19. As per Regulation 40 of SEBI Listing Regulations as amended, Securities of Listed Companies can be transferred only in dematerialized form with effect from April, 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and share transfer agent, CB Management Services (P) Ltd for assistance in this regard.
20. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write by mentioning their name, demat account number, folio number, email id, PAN, Mobile number to Registrar /Company on or before 20<sup>th</sup> June, 2024 through email on [rta@cbmsl.com](mailto:rta@cbmsl.com) /[investors@warrentea.com](mailto:investors@warrentea.com) respectively. The same will be replied by the Company suitably.
21. Since the AGM will be held through VC/OAVM, the Route Map is not required to be annexed in this to the Notice.
22. Persons who have acquired shares and become Members after the despatch of the Notice of the Meeting but before the 'cut-off date' of 20<sup>th</sup> June, 2024 may obtain their user ID or password for remote e-voting by sending a request to the Company's Registrars Share Transfer Agent, CB Management Services (P) Ltd, P-22, Bondel Road, Kolkata 700 019 at [rta@cbmsl.com](mailto:rta@cbmsl.com) quoting DP ID/CLID/Folio No. as the case may be done with PAN No.
23. M/s GARV & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company at the 44<sup>th</sup> Annual General Meeting held on 15<sup>th</sup> September, 2021 to hold office till the conclusion of Forty-ninth Annual General Meeting. Pursuant to Notification issued by the Ministry of corporate Affairs on 7<sup>th</sup> May, 2018 amending Section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.





## Notice (Continued)

### EXPLANATORY STATEMENT (Pursuant to Section 102(1) of the Companies Act, 2013)

#### Item No. 3 and 4

The Board of Directors in their meeting held on 28<sup>th</sup> March, 2024, on recommendation and approval of Nomination and Remuneration Committee and Audit Committee of the Company, had appointed Mr. Indraneel Banik (Mr. Banik) (DIN : 09687872) as an Additional Director of the company with effect from 1<sup>st</sup> April, 2024 who will hold office till the date of this Annual General Meeting. Mr. Banik is presently, holding the position of Key Managerial Personnel of the Company, within the meaning of Section 203 of the Act, as the Chief Financial Officer. Accordingly, the Board had also appointed Mr. Banik as Whole Time Director designated as “Executive Director & Chief Financial Officer” of the Company for a period of 3 years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2027 subject to approval by the members in the ensuing Annual General Meeting of the Company on the terms and conditions as per Agreement entered into by and between the Company and Mr. Banik.

Mr. Banik has been associated with the Company since 2009 and thereafter in various positions as Manager (Accounts), Senior Manager and presently Chief Financial Officer. Keeping in view, his professional background, corporate experience, the Nomination and Remuneration Committee and Audit Committee, considered it prudent to recommend the appointment of Mr. Banik at Corporate ladder with effect from 1<sup>st</sup> April, 2024, in terms of Remuneration Policy of the Company, subject to approval of the Members at the ensuing Annual General Meeting.

Since Mr. Banik 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 28<sup>th</sup> March, 2024 endorsed the recommendation of the Nomination and Remuneration Committee and Audit Committee and recommended to the Board, the appointment of Mr. Banik as Whole time Director designated as “Executive Director & Chief Financial Officer” for a period of 3 years, for the period from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2027 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.

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. Banik’s appointment as a Director of the Company which is available for inspection by the members during business hours on all working days till the conclusion of the ensuing Annual General Meeting in electronic mode. Members can inspect the same by sending an email to [investors@warrentea.com](mailto:investors@warrentea.com) and [rt@cbmsl.com](mailto:rt@cbmsl.com) respectively on or before 20<sup>th</sup> June, 2024 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.

In terms of section 161 (1) of the Companies Act, 2013 Mr. Banik holds office upto the date of the ensuing Annual General Meeting of the Company and he is eligible for appointment as a Director, subject to the approval of the shareholders. Requisite consent, pursuant to section 152 of the Act has also been submitted by him to act as Director. He satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for appointment. Mr. Banik is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

Mr. Banik is a qualified Chartered Accountant, LLB with a wide experience in the field of Accounts, Finance, Audit, Commercial, Financial Planning, Project Development etc. expertised in the field of banking matters including project preparation, feasibility studies, credit analysis, etc.

The Directors recommend adoption of the proposed special resolutions for appointment of Mr. Banik as a Director as well as a Whole-time Director to be designated as “Executive Director & Chief Financial Officer”.

The principal terms and conditions of Mr. Banik’s appointment are as follows :

A. Salary

Rs. 24,500/- only per month in the range of Rs. 24500 – Rs. 26000

B. Bonus – Nil



## Notice (Continued)

### C. Perquisite entitlement of Mr. Banik :

In addition to salary, Mr. Banik will be entitled to perquisites like house rent allowance, gas, electricity, Leave Travel Allowance, Composite Allowance, Soft Furnishing, Car expenses, Value of Furniture, retirement benefits including additional retiral gratuity etc., in accordance with the Rules of the Company; in addition he may be paid a special allowance as may be decided by the Board from time to time. 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 loss or inadequacy of profits of the Company in any financial year during the period of appointment of Mr. Banik, he shall be entitled to receive/ enjoy his aforesaid remuneration including perquisites as minimum remuneration.

Mr. Banik will not receive any sitting fees for attending Meetings of the Board or any Committee thereof.

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 during business hours on all working days till the conclusion of the ensuing Annual General Meeting 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) on or before 20th June, 2024 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. Banik. 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. Indraneel Banik is provided in Annexure to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board considers that the appointment of Mr. Banik would be of immense benefit to the Company and thus recommends the Resolutions as set out at item no. 3 and 4 for approval of members of the Company.

Except Mr. Indraneel Banik and his relatives, 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. 5 and 6

The Board of Directors in their meeting held on 28<sup>th</sup> March, 2024, on recommendation and approval of Nomination and Remuneration Committee and Audit Committee of the Company, had appointed Mrs. Soma Chakraborty (Mrs. Chakraborty) (DIN : 08825627) as an Additional Director of the company with effect from 1<sup>st</sup> April, 2024 who will hold office till the date of this Annual General Meeting. Mrs. Chakraborty is presently, holding the position of Key Managerial Personnel of the Company, within the meaning of Section 203 of the Act, as the Company Secretary. Accordingly, the Board had also appointed Mrs. Chakraborty as Whole Time Director designated as "Executive Director & Company Secretary" of the Company for a period of 3 years from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2027 subject to approval by the members in the ensuing Annual General Meeting of the Company on the terms and conditions as per Agreement entered into by and between the Company and Mrs. Chakraborty.-

Mrs. Chakraborty, Company Secretary has been associated with the Company since 2007. Keeping in view, her professional background, corporate experience, the Nomination and Remuneration Committee and Audit Committee, considered it prudent to recommend the appointment of Mrs. Chakraborty at Corporate ladder with effect from 1<sup>st</sup> April, 2024, in terms of Remuneration Policy of the Company, subject to approval of the Members at the ensuing Annual General Meeting.

Since Mrs. Chakraborty 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 28<sup>th</sup> March, 2024 endorsed the recommendation of the Nomination and Remuneration Committee and Audit Committee and recommended to the Board, the appointment of Mrs. Chakraborty as Whole time Director designated as "Executive Director & Company Secretary" for a period of 3 years, for the period from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2027 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.



## Notice (Continued)

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 Mrs. Chakraborty's appointment as a Director of the Company which is available for inspection by the members during business hours on all working days till the conclusion of the ensuing Annual General Meeting 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) respectively on or before 20th June, 2024 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.

In terms of section 161 (1) of the Companies Act, 2013 Mrs. Chakraborty holds office upto the date of the ensuing Annual General Meeting of the Company and she is eligible for appointment as a Director, subject to the approval of the shareholders. Requisite consent, pursuant to section 152 of the Act has also been submitted by her to act as Director she satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for appointment. Mrs. Chakraborty is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that she has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

Mrs. Chakraborty is a Science Graduate and an Associate Member of the Institute of Company Secretaries of India and of the Institute of Cost & Management Accountants of India having more than 34 years of wide experience in the area of Costing, Accounts, Audit, Legal, Secretarial functions besides having knowledge of the Tea Industry.

The Directors recommend adoption of the proposed special resolutions for appointment of Mrs. Chakraborty as a Director as well as a Whole-time Director to be designated as "Executive Director & Company Secretary".

The principal terms and conditions of Mrs. Chakraborty's appointment are as follows :

A. Salary

Rs. 30,000/- only per month in the range of Rs. 30000 – Rs. 31500

B. Bonus – Nil

C. Perquisite entitlement of Mrs. Chakraborty :

In addition to salary, Mrs. Chakraborty will be entitled to perquisites like house rent allowance, gas, electricity, Leave Travel Allowance, Composite Allowance, Soft Furnishing, Car expenses, Value of Furniture, retirement benefits including additional retiral gratuity etc., in accordance with the Rules of the Company in addition she may be paid a special allowance as may be decided by the Board from time to time. 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 loss or inadequacy of profits of the Company in any financial year during the period of appointment of Mrs. Chakraborty, she shall be entitled to receive/ enjoy her aforesaid remuneration including perquisites as minimum remuneration.

Mrs. Chakraborty will not receive any sitting fees for attending Meetings of the Board or any Committee thereof.

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 during business hours on all working days till the conclusion of the ensuing Annual General Meeting 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) on or before 20th June, 2024 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 Mrs. Chakraborty. 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 Mrs. Soma Chakraborty is provided in Annexure to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.



## Notice (Continued)

The Board considers that the appointment of Mrs. Chakraborty would be of immense benefit to the Company and thus recommends the Resolutions as set out at item no. 5 and 6 for approval of members of the Company.

Except Mrs. Soma Chakraborty and her relatives, 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. 7

Mr. Vinay K. Goenka (Mr. Goenka) (DIN 00043124) was reappointed as Executive Chairman for a period of 3 years with effect from 1<sup>st</sup> April, 2021 (approved by the Members at the Annual General Meeting held on 15<sup>th</sup> September, 2021), which term of office expired on 31<sup>st</sup> March, 2024. Considering the responsibilities and his contribution towards the Company, the Board, based on recommendation and approval of the Nomination and Remuneration Committee (“NRC”) and audit committee, at its Meeting held on 28<sup>th</sup> March, 2024 reappointed Mr. Goenka as Executive Chairman of the Company for a period of 3 years with effect from 1<sup>st</sup> April, 2024 on the terms and conditions contained in the Agreement entered into by the Company and Mr. Goenka, subject to the approval of the Members of the Company. The remuneration payable to Mr. Goenka for such period of reappointment has been approved by the Nomination and Remuneration Committee at its Meetings held on 28<sup>th</sup> March, 2024.

Mr. Vinay Kumar Goenka holds a degree in B.Sc (Botany) and has more than four decades of business experience in areas including Plantation, Manufacturing, Marketing and Export of Tea and has held several important positions as Chairman of Consultative Committee of Plantation Associations, Indian Tea Association and Darjeeling Planters Association, Chairman & Director of Indian Institute of Plantation Management and Vice Chairman of Tea Board of India. He has represented the Ministry of Commerce as member of Trade Delegation to Pakistan and of Tea Trade Delegation to FAO, Rome. Mr. Goenka is the honorary Consul of Ecuador in Kolkata.

The Company has received consent from Mr. Goenka in writing to continue to act as Executive Chairman of the Company for a further period of 3 years. He satisfies all the conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. Mr. Goenka is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The approval for re-appointment and remuneration of Mr. Goenka shall also be deemed to be approved in accordance with Regulation 17(6)(e) of Listing Regulations.

The principal terms and conditions of Mr. Goenka's reappointment are as follows:

A. Salary:

Rs. 3,85,000 only per month in the range of Rs. 385000 – Rs. 386500

B. Bonus – NIL

C. Perquisite entitlement of Mr Goenka:

In addition to salary, Mr Goenka will be entitled to perquisites like house rent allowance or furnished accommodation, gas, electricity, water and furnishings, use of Company cars, medical reimbursement for self and family, leave travel concession for self and family, club fees, personal accident insurance, retirement benefits etc., in accordance with the Rules of the Company ;in addition, he may be paid a Special Allowance as may be decided by the Board from time to time 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 reappointment of Mr Goenka, he shall be entitled to receive/ enjoy his aforesaid remuneration including perquisites as minimum remuneration.

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



## Notice (Continued)

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 during business hours on all working days till the conclusion of the ensuing Annual General Meeting in electronic mode. Members can inspect the same by sending an email to [investors@warrentea.com](mailto:investors@warrentea.com) and [rita@cbmsl.com](mailto:rita@cbmsl.com) on or before 20th June, 2024 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 re-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. Vinay Kumar Goenka is provided in Annexure to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meeting ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board considers that the re-appointment of Mr. Goenka would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 7 for approval of members of the Company.

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

### Item No. 8

Pursuant to the relevant provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), in terms of the Nomination and Remuneration Policy of the Company and on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 28<sup>th</sup> March, 2024 appointed Ms. Atrayee Ghosal (Ms. Ghosal) (DIN : 10537143) as an Additional Director in the category of Independent Director of the Company for a period of five consecutive years with effect from April, 01, 2024 to March, 31, 2029, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

In accordance with the provisions of Section 150 read with Schedule IV of the Act, the appointment of an Independent Director requires approval of the members of the Company. Further, in accordance with the provisions of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution. In view thereof, the approval of the Members for appointment of Ms. Ghosal as an Independent Director is being sought by way of a Special Resolution.

The Company has received requisite disclosures/declarations from Ms. Atrayee Ghosal including :

- (i) Consent to act as Director u/s 152 of the Act (Form DIR-2);
- (ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- (iii) Declaration u/s 164 of the Act (Form DIR-8) to the effect that she is not disqualified to become Director;
- (iv) Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
- (v) Declaration to the effect that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (vi) Declaration to the effect that she is not aware of any circumstances or situation, which exist or may be reasonable anticipated, that could impair or impact his ability to discharge her duties with an objective independent judgment and without any external influence.
- (vii) Declaration to the effect that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to this registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mrs. Ghosal holds Master Degree in Commerce from Calcutta University, is a Chartered Accountant from the Institute of Chartered Accountant of India, also possess Diploma in information System Audit. She has honoured with Xtra mile Award of Certificate of Excellence for dedicated work on outstanding Japanese Tax Compliance of past several years – 2010, holds Certificate of Merit for exemplary performance from Integrated Learning Services (ICAI GMCS batch February 2007). She has worked in the field of Transfer Pricing, International Taxation, Internal Audit, Statutory Audit, MIS and consolidation of Accounts, direct tax Consultancy, conducting faceless assessments, etc for several reputed Companies. She has over 17 years of experience serving large and mid-sized clients in several sectors in areas of Accountancy, Auditing, Information System and Direct Taxes, etc.



## Notice (Continued)

As per the provisions contained under Section 161 of the Act, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1<sup>st</sup> January, 2022) to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Ms. Atrayee Ghosal as an Independent Director of the Company.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Atrayee Ghosal for the office of Independent Director in the Company. The notice is available for inspection by the members in electronic mode.

Copy of draft letter of appointment of Ms. Atrayee Ghosal as an Independent Director, setting out the terms and conditions of appointment, is available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

In the opinion of the Board, Ms. Ghosal fulfils the conditions for independence specified in the Act, the Rules made there under and the ‘Listing Regulations’ and such other laws/ regulations for the time being in force, to the extent applicable to the Company. The Board is of the view that, given the background knowledge and rich experience of Ms. Ghosal, her appointment will be of immense benefit and in the best interest of the Company and it is desirable to avail her services as Independent Director. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Ms. Atrayee Ghosal as an Independent Director for a period of five consecutive years with effect from April 01, 2024 upto March 31, 2029, (both days inclusive), not liable to retire by rotation and recommends the Special resolution as set out in the Notice for approval of Members at the ensuing 47<sup>th</sup> Annual General Meeting pursuant to section 149 and other applicable provisions of the Companies Act, 2013.

Mrs. Ghosal is not related to any Director or any other Key Managerial Personnel of the Company.

Except Ms. Ghosal being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item no. 8 of the convening Notice.

Copy of letter of appointment setting out the terms of his appointment will be available for inspection by the Members during business hours on all working days till the conclusion of the ensuing Annual General Meeting in electronic mode. Members can inspect the same by sending an e-mail to [investors@warrentea.com](mailto:investors@warrentea.com) and [rata@cbmsl.com](mailto:rata@cbmsl.com) respectively on or before 20th June, 2024 through their registered e-mail ID quoting name, demat account number/folio no. and mobile no.

The Board recommend the Special Resolution set out at item no. 8 for the approval of the member.

Details of Ms. Ghosal is provided in Annexure to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

## Item No. 9

Pursuant to the relevant provisions of the Companies Act, 2013 (the ‘Act’) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), in terms of the Nomination and Remuneration Policy of the Company and on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 28<sup>th</sup> March, 2024 appointed Mr. Dharam Chand Dharewa (Mr. Dharewa) (DIN : 05327284) as an Additional Director in the category of Independent Director of the Company for a period of five consecutive years with effect from April, 01, 2024 to March 31, 2029, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

In accordance with the provisions of Section 150 read with Schedule IV of the Act, the appointment of an Independent Director requires approval of the members of the Company. Further, in accordance with the provisions of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution. In view thereof, the approval of the Members for appointment of Mr. Dharewa as an Independent Director is being sought by way of a Special Resolution



## Notice (Continued)

The Company has received requisite disclosures/declarations from Mr. Dharam Chand Dharewa including :

- i) Consent to act as Director u/s 152 of the Act (Form DIR-2);
- ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- iii) Declaration u/s 164 of the Act (Form DIR-8) to the effect that he is not disqualified to become Director;
- iv) Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
- v) Declaration to the effect that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- vi) Declaration to the effect that he is not aware of any circumstances or situation, which exist or may be reasonable anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.
- vii) Declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to this registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Dharewa holds a Bachelor Degree in Commerce and is a Chartered Accountant from the Institute of Chartered Accountant of India,. After passing CA, he joined as a full time working partner in M/s. Daga Maloo & Co., Chartered Accountants from August, 1987 to June, 1994. He is the Proprietor of M/s. D. C. Dharewa & Co. He has a wide and depth exposure in Internal, Statutory, Stock, Revenue and Management System Audit in all kind of manufacturing & Agrobased Units, Financial Bank & Service Companies, Trading Concerns of reputed Groups as well as in Taxation and Law matters.

As per the provisions contained under Section 161 of the Act, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1<sup>st</sup> January, 2022) to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Mr. Dharam Chand Dharewa as an Independent Director of the Company.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Dharam Chand Dharewa for the office of Independent Director in the Company. The notice is available for inspection by the members in electronic mode.

Copy of draft letter of appointment of Mr. Dharam Chand Dharewa as an Independent Director, setting out the terms and conditions of appointment, is available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

In the opinion of the Board, Mr. Dharewa fulfils the conditions for independence specified in the Act, the Rules made thereunder and the 'Listing Regulations' and such other laws/ regulations for the time being in force, to the extent applicable to the Company. The Board is of the view that, given the background knowledge and rich experience of Mr. Dharewa, his appointment will be of immense benefit and in the best interest of the Company and it is desirable to avail his services as Independent Director. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Dharam Chand Dharewa as an Independent Director for a period of five consecutive years with effect from April 01, 2024 upto March 31, 2029 (both days inclusive), not liable to retire by rotation and recommends the Special resolution as set out in the Notice for approval of Members at the ensuing 47<sup>th</sup> Annual General Meeting pursuant to section 149 and other applicable provisions of the Companies Act, 2013.

Mr. Dharewa is not related to any Director or any other Key Managerial Personnel of the Company.

Except Mr. Dharewa being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item no. 9 of the convening Notice.

Copy of letter of appointment setting out the terms of his appointment will be available for inspection by the Members during business hours on all working days till the conclusion of the ensuing Annual General Meeting in electronic mode. Members can inspect the same by sending an e-mail to [investors@warrentea.com](mailto:investors@warrentea.com) and [rt@cbmsl.com](mailto:rt@cbmsl.com) respectively on or before 20th June, 2024 through their registered e-mail ID quoting name, demat account number/folio no. and mobile no.



## Notice (Continued)

The Board recommend the Special Resolution set out at item no. 9 for the approval of the member.

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

### Item No. 10

Pursuant to the relevant provisions of the Companies Act, 2013 (the ‘Act’) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), in terms of the Nomination and Remuneration Policy of the Company and on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 28<sup>th</sup> March, 2024 appointed Mr. Umang More (Mr. More) (DIN : 10547611) as an Additional Director in the category of Independent Director of the Company for a period of five consecutive years with effect from April, 01, 2024 to March 31, 2029, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

In accordance with the provisions of Section 150 read with Schedule IV of the Act, the appointment of an Independent Director requires approval of the members of the Company. Further, in accordance with the provisions of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director shall be subject to the approval of Members by way of a Special Resolution. In view thereof, the approval of the Members for appointment of Mr. More as an Independent Director is being sought by way of a Special Resolution

The Company has received requisite disclosures/declarations from Mr. Umang More including :

- i) Consent to act as Director u/s 152 of the Act (Form DIR-2);
- ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1);
- iii) Declaration u/s 164 of the Act (Form DIR-8) to the effect that he is not disqualified to become Director;
- iv) Declaration of independence u/s 149(6) of the Act and as per the Listing Regulations,
- v) Declaration to the effect that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- vi) Declaration to the effect that he is not aware of any circumstances or situation, which exist or may be reasonable anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.
- vii) Declaration to the effect that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to this registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. More is a Graduate with Degree in L.L.B from Calcutta University with specialization in Real Estate Laws. He has a wide and depth exposure in drafting and finalizing all relevant documents relating to transfer of immovable properties and assets under the Transfer of Property Act. Also he has expertise in formulating, implementing and steering a legally valid scheme, advising and educating the client on all legal aspects, guiding them with all relevant risks and rewards. Practised in Hon'ble High Court of Calcutta and thereafter moved to Hon'ble High Court of Orissa at Cuttack and since then practicing in Cuttack.

- He has worked as an Intern with Pankaj Shroff & Co., Advocates, Kolkata.
- He has worked as a junior Legal Associate with Hon'ble Justice Jasmeet Singh, Delhi High Court during his course of practice.
- He has worked as a Legal Associate in Shroff & Co., Advocates, Kolkata.
- He has worked as Free Lancer in Kolkata from May, 2018 to December, 2020.
- Since December, 2020 he has been working as a Free Lancer in Bhubaneshwar and Cuttack.

As per the provisions contained under Section 161 of the Act, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However, pursuant to amendment (effective from 1<sup>st</sup> January, 2022) to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Mr. Umang More as an Independent Director of the Company.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Umang More for the office of Independent Director in the Company. The notice is available for inspection by the members in electronic mode.





## Notice (Continued)

Copy of draft letter of appointment of Mr. Umang More as an Independent Director, setting out the terms and conditions of appointment, is available for inspection by the Members in electronic mode. Members seeking to inspect such documents are requested to follow the procedure mentioned in the Notes to this Notice.

In the opinion of the Board, Mr. More fulfils the conditions for independence specified in the Act, the Rules made thereunder and the 'Listing Regulations' and such other laws/ regulations for the time being in force, to the extent applicable to the Company. The Board is of the view that, given the background knowledge and rich experience of Mr. More, his appointment will be of immense benefit and in the best interest of the Company and it is desirable to avail his services as Independent Director. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Umang More as an Independent Director for a period of five consecutive years with effect from April 01, 2024 upto March 31, 2029 (both days inclusive), not liable to retire by rotation and recommends the Special resolution as set out in the Notice for approval of Members at the ensuing 47<sup>th</sup> Annual General Meeting pursuant to section 149 and other applicable provisions of the Companies Act, 2013-

Mr. More is not related to any Director or any other Key Managerial Personnel of the Company.

Except Mr. More being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item no. 10 of the convening Notice.

Copy of letter of appointment setting out the terms of his appointment will be available for inspection by the Members during business hours on all working days till the conclusion of the ensuing Annual General Meeting in electronic mode. Members can inspect the same by sending an e-mail to [investors@warrentea.com](mailto:investors@warrentea.com) and [rta@cbmsl.com](mailto:rta@cbmsl.com) respectively on or before 20th June, 2024 through their registered e-mail ID quoting name, demat account number/folio no. and mobile no.

The Board recommend the Special Resolution set out at item no. 10 for the approval of the member.

Details of Mr. More is provided in Annexure to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

Information required to be disclosed under the Second Proviso to Section – II(B), Part-II of Schedule V of the Act is as follows :

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

(Rs. in Lakhs)

<u>Year ended</u>	<u>31<sup>st</sup> March</u> <u>2022</u>	<u>31<sup>st</sup> March,</u> <u>2023</u>	<u>31<sup>st</sup> March,</u> <u>2024</u>
Gross Revenue	10122.07	6214.95	336.76
Profit/(Loss) before Tax	535.87	2264.10	(38.41)
Profit/(Loss) after tax	710.26	(495.54)	(85.17)
Total Comprehensive Income	624.84	(1978.82)	204.48



## Notice (Continued)

### (5) Foreign investments or collaborations, if any :

As on 31<sup>st</sup> March, 2024 foreign investment was 21151 Shares (0.177%) 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. Vinay Kumar Goenka</b>	<b>Mrs. Soma Chakraborty</b>	<b>Mr. Indraneel Banik</b>
	Date of Birth/Age (Years)	5 <sup>th</sup> July, 1958 (66 years)	10 <sup>th</sup> September, 1966 (57 years)	25 <sup>th</sup> June, 1965 (58 years)
	Date of Appointment as Director	04/04/1983	1 <sup>st</sup> April, 2024	1 <sup>st</sup> April 2024
	Qualification	B. Sc (Botany)	B. Sc, AICMA, ACS	Chartered Accountant, L.L.B
	Expertise and experience in specific functional areas	Mr. Goenka has more than four decades of business experience in areas including Plantation, Manufacturing, Marketing and Export of Tea and has held several important positions.	Mrs. Chakraborty has 34 years wide experience in the area of Costing, Accounts, Audit, Legal, Secretarial Functions besides having knowledge of Tea Industry.	Mr. Indraneel Banik has wide experience in the field of Accounts, Finance, Audit, Commercial, Financial, Planning, Project development etc, Expertised in the field of banking matters including project preparation, feasibility studies, credit analysis etc.
	Shareholding in the Company	Mr. Goenka holds 3601229 Equity Shares of Rs. 10 each in the Company.	NIL	NIL
	No. of Board Meetings Attended	Mr. Goenka had attended six meetings of the Board.	NIL	NIL
	Other Directorship, Membership/Chairmanship of Committees	Mr. Goenka is Director of Blue Land Plaza Private Ltd. and is not a Committee Member of any other Company.	Mrs. Chakraborty is a Director of a) Warren Industrial Limited, b) Softweb Technologies Pvt. Ltd. and is not a Committee Member of any other Company.	Mr. Banik is Director of Blue Land Plaza Private Ltd. and is not a Committee Member of any other Company.



**Notice (Continued)**

	<b>Name of Director</b>	<b>Mr. Vinay Kumar Goenka</b>	<b>Mrs. Soma Chakraborty</b>	<b>Mr. Indraneel Banik</b>
	Relationship with other Directors and Key Managerial Personnel	Mr. Goenka is not related to any other Director or Key Managerial Personnel of the Company.	Mrs. Chakraborty is not related to any other Director or Key Managerial Personnel of the Company.	Mr. Banik is not related to any other Director or Key Managerial Personnel of the Company.
2.	Past Remuneration :	<u>Rs. in lacs</u>	<u>Rs. in lacs</u>	<u>Rs. in lacs</u>
	2021-22	105.40	7.94	10.91
	2022-23	109.64	10.33	13.58
	2023-24	103.27	8.56	11.34
3.	Recognition of Awards	Honorary Consul of Ecuador in Kolkata	-	-
4.	Job profile and his suitability	Mr. Goenka has more than four decades of experience in tea industry and has held several important positions as Chairman of the Consultative Committee of Plantation Association, Indian Tea Association and Darjeeling Planters Association, Chairman & Director of Indian Institute of Plantation Management and Vice Chairman of the Tea Board of India.	Mrs. Chakraborty has 34 years wide experience in the area of Costing, Accounts, Audit, Legal, Secretarial Functions besides having knowledge of Tea Industry. Your Board believes that having regard to her vast experience and insight into the Company wide comprehensive knowledge in Tea Industry and hands on experience of the tea industry, Mrs. Chakraborty is perfectly suitable for appointment as whole time Director designated as Executive Director & Company Secretary of the Company.	Mr. Banik has a wide experience in the field of Accounts, Finance, Audit, Commercial, Financial, Planning, Project development etc. Expertised in the field of banking matters including project preparation, feasibility studies, credit analysis, etc. Your Board believes that having regard to his vast experience and insight into the Company wide comprehensive knowledge in Tea Industry and hands on experience of the tea industry, Mr. Banik is perfectly suitable for appointment as whole time Director designated as Executive Director & Chief Financial Officer of the Company.
5.	Remuneration proposed	As set out in the Explanatory Statement. The remuneration has the approval of the Nomination and Remuneration Committee and also 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) – The remuneration package is commensurate with the remuneration package paid to managerial persons in other companies of similar size.			



## Notice (Continued)

	<b>Name of Director</b>	<b>Mr. Vinay Kumar Goenka</b>	<b>Mrs. Soma Chakraborty</b>	<b>Mr. Indraneel Banik</b>
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Other than remuneration receivable Executive Chairman, Mr. Goenka is not entitled to receive any other payment from the Company. Mr. Goenka is not related to any other Director of the Company.	Besides the remuneration Mrs. Chakraborty does not have any other pecuniary relationship with the Company and is not related to any Director or managerial person of the Company.	Besides the remuneration Mr. Banik does not have any other pecuniary relationship with the Company and is not related to any Director or managerial person of the Company.

### I. 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.

#### (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.

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

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



## ANNEXURE TO THE NOTICE

Disclosure required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

(As on March 31, 2024)

Name	Mr. Vinay Kumar Goenka	Mr. Indraneel Banik	Mrs. Soma Chakraborty	Mr. Dharam Chand Dharewa	Ms. Atrayee Ghosal	Mr. Umang More
<b>Director Identification Number</b>	00043124	09687872	08825627	05327284	10537143	10547611
<b>Date of Birth Age (Years)</b>	05/07/1958 66 years	25/06/1965 59 years	10/09/1966 58 years	05/08/1958 66 years	05/11/1979 45 years	20/01/1978 46 years
<b>Date of first Appointment on the Board</b>	04/04/1983	01/04/2024	01/04/2024	01/04/2024	01/04/2024	01/04/2024
<b>Experience and Expertise in Specific Functional Area</b>	Four decades of business experience in areas including Plantation, Manufacturing, Marketing and Export of tea and has held several important positions.	Wide experience in the field of Accounts, Finance, Audit Commercial, Financial, Planning, Project development, etc. Expertised in the field of banking matters including project preparation, feasibility studies, credit analysis, etc.	34 years wide experience in the area of Costing, Accounts, Audit, Legal, Secretarial Functions besides having knowledge of Tea Industry.	Wide and depth exposure in Internal, Statutory, Stock Revenue and Management System Audit in all kind of manufacturing & Agrobased Units, Financial, Bank & Service Companies, Trading Concerns of reputed Groups as well as in Taxation and Law matters. He is the Proprietor of M/s. D. C. Dharewa & Co.	17 years experience in the profession of Accountancy, Auditing, information System and Director Taxes, etc.	Wide and depth exposure in drafting and finalizing all relevant documents relating to transfer of immovable properties and assets under the Transfer of Property Act. Also has expertise in formulating implementing and steering a legally valid scheme, advising and educating the client on all legal aspects, guiding them with



# Warren Tea Limited

						all relevant risks and rewards. Practised in Hon'ble High Court of Calcutta and thereafter moved to Hon'ble High Court of Orissa at Cuttack.
<b>Qualifications and Experience</b>	B.Sc. (Botany)	CA, LLB	B.Sc, AICMA ACS	B. Com. FCA	CA	Graduate, LLB
<b>No. of Shares held in the Company</b>	3601229	NIL	NIL	NIL	NIL	NIL
<b>Directorship in Other Companies Listed - Unlisted - **</b>	NIL NIL	Nil NIL	Nil Warren Industrial Ltd.	NIL NIL	NIL NIL	NIL NIL
<b>Chairman/ Member in the Committees of the Boards of (other) Companies Listed - Unlisted - **</b>	NIL NIL	NIL NIL	NIL NIL	NIL NIL	NIL NIL	NIL NIL
<b>Resignation from any listed entity in past three years</b>	NIL	NIL	NIL	NIL	NIL	NIL
<b>Terms and Conditions of Appointment/ Reappointment</b>	Being reappointed as "Executive Chairman" of the Company for a period of three years w.e.f. 1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2027.	Being appointed as Whole time Director of the Company designated as "Executive Director & Chief Financial Officer" for a period of	Being appointed as Whole time Director of the Company designated as "Executive Director & Company Secretary" for a period	Being appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 1 <sup>st</sup> April, 2024		



# Warren Tea Limited

		three years w.e.f. 1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2027.	of three years w.e.f. 1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2027.			
<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			Entitled to receive Sitting fees for attending Board and Committee meetings thereof and reimbursement of expenses for participating in the Board and other meetings.		
<b>Last drawn remuneration</b>	<u>Rs. in lacs</u>	<u>Rs. in lacs</u>	<u>Rs. in lacs</u>			
- Salary	46.20	2.94	3.60			
- PF/Gratuity/ Other Funds	12.47	1.02	1.25			
- Bonus	-	-	-			
- Other Benefits	<u>44.60</u>	<u>7.38</u>	<u>3.71</u>			
<b>TOTAL</b>	<u>103.27</u>	<u>11.34</u>	<u>8.56</u>			
<b>Directorship in other companies**</b>	NIL	NIL	Warren Industrial Ltd.	NIL	NIL	NIL
<b>Listed entities from which resigned in the past Three years</b>	NIL	NIL	NIL	NIL	NIL	NIL
<b>Chairman/ Member of the Committee of Directors in the Company</b>	Member of the following Committees of Warren Tea Limited : - Stakeholders Relationship Committee - Corporate Social Responsibility Committee	Member of the following Committee of Warren Tea Limited : - Risk Management Committee	NIL	NIL	NIL	NIL
<b>Chairperson / Member of the Committee of Board of Directors of other Public Companies of which he/she is a director [only Audit Committee and Stakeholders Relationship Committee is Considered]</b>	NIL	NIL	NIL	NIL	NIL	NIL
<b>Relationship with other Directors and Key Managerial Personnel</b>	None of them are related to any other Director or Key Managerial Personnel					



# Warren Tea Limited

<b>Number of meetings of the Board attended during the year</b>	6 out of 6	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
<b>In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	Not Applicable	Not Applicable	Not Applicable	<ul style="list-style-type: none"><li>- Understanding all applicable laws, rules, regulations and corporate governance.</li><li>- Financial and Management Skills,</li><li>- Treasury, Accounting, Internal Controls and Management Information.</li><li>- Strategic Planning and Risk Management</li><li>- Behavioural and Leadership</li><li>- Agricultural and Manufacturing Operations</li><li>- Marketing : Domestic and Exports</li><li>- General Management and Administration.</li></ul>		
<b>Justification for choosing the appointees for appointment as independent directors</b>	Not Applicable	Not Applicable	Not Applicable	Please refer to the Explanatory Statement forming part of this Notice.		

\*\* Excludes Directorships in Private Limited Companies and Foreign Companies.

'Johar Building'  
P-1, Hide Lane, 8<sup>th</sup> Floor  
Kolkata 700073

By Order of the Board  
Soma Chakraborty  
Executive Director & Company Secretary  
M. No.: A11108

May 14, 2024





## CDSL e-Voting System – For e-voting and Joining Virtual meetings

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 , Circular No. 20/2020 dated May 05, 2020, and Circular No. 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.warrentea.com](http://www.warrentea.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 5th May, 2020, 10/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2023, or become due in the year 2024, to conduct their AGMs on or before 30.09.2024, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.



## THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOININGVIRTUAL MEETINGSARE AS UNDER:

**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 23<sup>rd</sup> June, 2024 and ends on 26<sup>th</sup> June, 2024 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20<sup>th</sup> June, 2024 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 and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 cdsi website www.cdslindia.com and click on login icon &amp; New System Myeasi 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 cdsi website www.cdslindia.com and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>



	<p>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.</p>
<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.nsd.com">https://eservices.nsd.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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 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 or joining virtual meeting &amp; voting during the meeting.</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 22 55 33
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 toll free no.: 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 e-Voting and joining virtual meetings 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.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast on or before 20<sup>th</sup> June, 2024 mentioning their name, demat account number/folio number, email id, mobile number at [investors@warrentea.com](mailto:investors@warrentea.com); [rta@cbmsl.com](mailto:rta@cbmsl.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before 20<sup>th</sup> June, 2024 mentioning their name, demat account number/folio number, email id, mobile number at [investors@warrentea.com](mailto:investors@warrentea.com); [rta@cbmsl.com](mailto:rta@cbmsl.com) . These queries will be replied to by the company suitably by email.



8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **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 attending AGM & 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 22 55 33

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 toll free no. 1800 22 55 33.

The e-voting period commences on 23<sup>rd</sup> June, 2024 (9 a.m.) and ends on 26<sup>th</sup> June, 2024 (5 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off Date of, 20th June, 2024.

Mr Raj Kumar Banthia, Company Secretary in Practice (Membership No. A17190/COP No. 18428) of Messrs. MKB & Associates, Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall unblock the votes cast through remote e-voting, after counting the votes cast at the Meeting in the presence of at least two (2) witnesses not in the employment of the Company and submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any forthwith to the Chairman of the Company.

The Results shall be declared in accordance with applicable regulations and the same along with the Scrutinizer's Report shall be placed on the websites of the Company and CDSL immediately after the result is declared by the Chairman; the Results shall also be forwarded to the Stock Exchanges where the shares of the Company are listed.

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