



# Warren Tea Limited

WTL:SEC:S-2

26<sup>th</sup> December, 2019

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

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

Dear Sir,

This is further to our letter dated 13<sup>th</sup> December, 2019 whereby we had informed, inter alia, that for the purposes of disposal of tea estates and/or other assets of the Company, consent of the shareholders pursuant to the provisions of the Companies Act, 2013 would be sought by postal ballot.

Please find attached the Postal Ballot Notice which is scheduled to be despatched to the Shareholders on 27<sup>th</sup> December, 2019 in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours faithfully,  
WARREN TEA LIMITED

(Siddhartha Roy)  
President-Legal  
& Company Secretary

Encl : as above.

CIN : L01132AS1977PLC001706 ■ website : [www.warrentea.com](http://www.warrentea.com)

Corporate Office : 'Suvira House', 4B, Hungerford Street, Kolkata 700 017  
Telephone : 2287 2287, Fax : 2289 4444, E-mail : [corporate@warrentea.com](mailto:corporate@warrentea.com)

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



# Warren Tea Limited

Registered Office, Deohall Tea Estate, P.O. Hoogrijan, Dist.Tinsukia, Assam 786 601  
CIN : L01132AS1977PLC001706, Tel : +91 9531045098  
Email: corporate@warrentea.com , website : www.warrentea.com

## NOTICE OF POSTAL BALLOT

Notice is hereby given that pursuant to the provision of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) the Company hereby seeks your approval to the Special Resolution appended below.

The Explanatory Statement pertaining to the said Special Resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

In compliance with the provisions of the Act, read with the applicable Rules and the Listing Regulations, the Company is pleased to extend e-voting facility as an alternative, to enable the Shareholders to cast their votes electronically instead of through the Postal Ballot Form(s).

The Board of Directors of the Company has, in compliance with the said Rules, appointed Mr Raj Kumar Banthia, Partner, M/s MKB & Associates (Membership No. 17190 COP No.18428) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Further, the Company has engaged Central Depository Services (India) Limited (‘CDSL’) to provide e-voting facility to the Equity Shareholders of the Company.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original, duly completed in the attached self-addressed postage prepaid envelope (if posted in India) so as to reach the Scrutinizer not later than close of working hours on 26th January, 2020.

The Scrutinizer will submit his report to the Executive Chairman after completion of the scrutiny of Forms and e-voting. The results of the Postal Ballot (i.e. through Postal Ballot and e-voting) would be announced at the Corporate Office of the Company at ‘Suvira House’, 4B Hungerford Street, Kolkata 700 017, within 48 hours of the conclusion of Postal Ballot. The results along with Scrutinizer’s Report will be displayed at the Registered Office and Corporate Office of the Company and shall be communicated to the BSE Ltd.(‘BSE’) and the Calcutta Stock Exchange (‘CSE’) where the shares of the Company are listed and will be displayed on the Company’s website www.warrentea.com as well as on the website of CDSL. The date of declaration of the result of postal ballot shall be deemed to be the date of passing the said Resolution.

Item of business requiring approval of Shareholders through Postal Ballot and e-voting.

### AS A SPECIAL RESOLUTION

“RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) pursuant to Section 180(1)(a) of the Companies Act, 2013 for selling, leasing or otherwise disposing of certain Tea Estates of the Company and/or other assets having value in aggregate in excess of twenty per cent of the value of the undertaking of the Company as per the audited balance sheet of the preceding financial year of the Company on such terms and conditions including consideration as may be agreed to, for and on behalf of the Company, by the Board.”

### EXPLANATORY STATEMENT

The Company at present has seven Tea Estates. It may be prudent for the Company to dispose of one or more of its Estates and/or other assets which have varying contributions and use the proceeds thereof to consolidate and strengthen its financial position including containment and optimization of liabilities including borrowings as a concrete step towards improvement of the overall performance. In terms of Section 180(1)(a) of the Companies Act, 2013 approval of Members is required by way of Special Resolution for selling, leasing or otherwise disposing of the whole or substantially whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the

whole of such undertaking. No such approval is required if the value of assets proposed to be sold is less than twenty percent of the value of the undertakings as per the audited balance sheet of the preceding financial year.

The Board feels that the Company may consider selling one or more Tea Estates and/or other assets which do not have significant contributions to the bottom line of the Company. If such sale takes place in the current financial year, the value of all such Tea Estate(s) and/or other assets proposed to be sold may exceed in aggregate twenty percent of the value of the undertaking of the Company. In view of this, the Board is seeking approval of the Members by way of a Special Resolution for selling one/or more Tea Estates and/or other assets which may result in the value of the assets proposed to be sold crossing the threshold limit of twenty percent of the value of the undertaking of the Company.

The Special Resolution set out in the Notice is to be considered accordingly and the Board recommends its acceptance. For administrative convenience approval of the Shareholders to the said Special Resolution is being sought by Postal Ballot.

No Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in respect of the said Special Resolution.

By Order of the Board  
Warren Tea Limited

Siddhartha Roy  
President-Legal & Company Secretary

Kolkata, 13th December, 2019

## INSTRUCTIONS FOR VOTING

### A. By Postal Ballot

1. A shareholder desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self addressed Postage Prepaid Envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot, if sent through courier or registered post at the expense of shareholder, will also be accepted. The Postal Ballot may also be deposited personally at the office of the Scrutinizer.
2. The self-addressed Postage Prepaid Envelope bears the name and address of Mr. Raj Kumar Banthia, the Scrutinizer appointed by the Board of Directors of the Company.
3. Unsigned/Incomplete/Incorrect Postal Ballot Form will be rejected.
4. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
5. The Postal Ballot form should be completed and signed by the shareholder (as per the specimen signature registered with the Company). In case of joint holding, this Postal Ballot Form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 26th January, 2020. Postal Ballot received after the date will be strictly treated as if the reply from the shareholder has not been received.
7. A shareholder may request a duplicate Postal Ballot Form if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item no.6 above.
8. There will be one Postal Ballot Form for every Folio/Client Id, irrespective of the number of joint holders.
9. Voting rights shall be reckoned on the number of shares registered in the name of the shareholder on the cut-off date i.e. 13th December, 2019.
10. Postal Ballot Form signed in the representative capacity must be accompanied by the requisite certified true copy of Power of Attorney/Resolution of Board of Directors. If the same is/are already registered with the Company, please quote the registration number.
11. The exercise of vote through Postal Ballot is not permitted through a proxy.
12. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.

## B. By e-voting

1. The Company is pleased to offer e-voting facility as an alternate to all the shareholders of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. e-voting is optional. The detailed procedure is enumerated hereinafter.
2. In case a shareholder has voted through e-voting facility he does not need to send the physical Postal Ballot Form. If a shareholder votes through e-voting facility as well as sends his vote through physical vote, then voting done by Postal Ballot Form shall prevail and voting done through e-voting shall be treated as invalid.
3. The procedure and instruction for e-voting are as follows :
  - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (ii) Click on “Shareholders” tab.
  - (iii) 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
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) 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 voting of any company, then your existing password is to be used.
  - (vi) However, if you are a first time user, please follow the steps given below :

	From Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>● Shareholders who have not updated their PAN with the Company/Depository Participant are required to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number has been sent separately along with these instructions.</li><li>● In case the sequence number is less than 8 digits enter the applicable number of ‘0’s before the number after the first two characters of the name in CAPITAL letters e.g. if your name is Satish Kumar with sequence number 1 then enter SA00000001 in the PAN field.</li></ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the Member Id/Folio Number in the Dividend Bank details field as mentioned in instruction (iii).</li></ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (ix) For Shareholders holding shares in physical form, details can be used only for e-voting on the resolution contained in this Notice.
- (x) Click on the EVSN for WARREN TEA LIMITED on which you choose to vote.
- (xi) 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.

- (xii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If 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.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non-individual Shareholders and Custodians:
  - Non-individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create “Compliance user” which should be created using the Admin login and password. The Compliance user would be able to link the accounts(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the account(s) they would be able to cast their vote.
  - 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the “Frequently Asked Questions” (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under Help section or email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) The e-voting period commences on 28th December, 2019 (9.00 am) and ends on 26th January, 2020 (5.00 pm). The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 13th December, 2019.

Mr Raj Kumar Banthia, Partner, M/s MKB & Associates, 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 Executive 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 displayed at the Registered Office and Corporate Office of the Company and shall be placed on the websites of the Company and CDSL immediately after the result is declared by the Executive Chairman; the Results shall also be forwarded to the Stock Exchanges where the shares of the Company are listed.



# Warren Tea Limited

(CIN: L01132AS1977PLC001706)

Registered Office : Deohall Tea Estate, P.O. - Hoogrijan, Dist. Tinsukia, Assam - 786601

Phone : +91 9531045098, E-mail : corporate@warrentea.com

Website : www.warrentea.com

## POSTAL BALLOT FORM

1. Name & Registered address of  
the sole/first named Member :

Env. No. :

Srl. No. :

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No./DPID &  
Client ID No. :

4. Number of shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot by sending my/our assent or dissent to the said Resolution by placing (✓) mark at the appropriate box below :

Description	No. of Shares	I/We assent to the Resolution	I/We dissent to the Resolution
"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") pursuant to Section 180(1)(a) of the Companies Act, 2013 for selling, leasing, or otherwise disposing of certain Tea Estates of the Company and/or other assets having value in excess of twenty percent of the value of the undertaking of the Company as per the audited balance sheet of the preceding financial year of the Company on such terms and conditions including consideration as may be agreed to, for and on behalf of the Company, by the Board."			

Place:

Date:

\_\_\_\_\_  
(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS		
EVSN (Electronic Voting Sequence Number)	User ID	Sequence Number

Note : Please read the notes/instructions printed on the Postal Ballot Notice/Form carefully before exercising your vote through this Form or E-voting.