

MINUTES OF THE PROCEEDINGS OF THE THIRTY- SIXTH ANNUAL
GENERAL MEETING OF THE COMPANY HELD AT THE G. S. RUIA MEMORIAL
COMPLEX, DEOHALL TEA ESTATE, P.O.HOOGRIJAN DIST. - TINSUKIA,
ASSAM 786 601 ON MONDAY THE
28TH APRIL 2014 AT 11.00 A.M

PRESENT

Mr. Vinay K. Goenka	Executive Chairman
Mr. S. K. Ghosh	Managing Director
Mr. N. Dutta	Director
Mr. S. Bhoopal	Director & Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee and Chairman of the Stakeholders' Relationship Committee
Mr. Siddhartha Roy	President- Legal & Company Secretary

Members present in person:

1. Vinay K Goenka
2. Sriprakash Bhoopal
3. Nilotpal Dutta
4. Subhajit Kumar Ghosh
5. Siddhartha Roy
6. Ashish Narain Sinha
7. Biswajeet Karmakar
8. Binayak Bhattacharyya
9. Binay Kumar Agarwal
10. Amitabh Barua
11. S K Bansal
12. Prabin Buragohain
13. Rajiv Lochan Gogoi
14. Bhupen Hazarika
15. Rohan Chetia
16. Pinkoo Neog
17. Jyoti Borgohain
18. Pran Pratim Dutta
19. Shyamal Bezborra
20. Mrinmay Saikia
21. Domborudhar Bhuyan
22. Vijay Kr. Chourasia
23. Sumitro Borah
24. Parag Ranjan Goswami
25. Gurnam Singh
26. Abhijit Bhuyan

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27. Bipul Hazarika
28. Ranjana Agarwal
29. Sima Kejriwal Singhania
30. Surya Prakash Singhania
31. Sanjay Jain
32. Shyamal Dey
33. Sachin Kumar Agarwal

Body Corporate Members :

1. DPIL Ltd.
By Authorised Representative Vinay K Goenka
2. Maple Hotels & Resorts Pvt. Ltd.
By Authorised Representative Siddhartha Roy
3. Sectra Plaza Pvt. Ltd.
By Authorised Representative S K Ghosh

Members present by Proxy:

1. Vivek Goenka by proxy N Dutta
2. Vivek Goenka by proxy N.Dutta
3. C. K. Dhanuka by proxy S Bhoopal
4. N. C. Suchanti by proxy B Karmakar
5. B K Parasrampuria by proxy B.K. Agarwal
6. P.K.Bose by proxy by B.K. Agarwal
7. P.K.Bose by proxy B. Bhattacharyya
8. Apurva Goenka by proxy J.Borgohain
9. B.L.Dhelia by proxy P.K.Neog
10. Monet Securities Pvt.Ltd. by proxy R.L. Gogoi
11. Raksha S. Bharadia by proxy A.Barua
12. Pushpadevi R. Maheswari by B.Bhattacharyya

At 11 a.m. Mr. A.N. Sinha, General Manager (Assam) and also a member of the Company stated that since more than thirty members were present in person they constitute the quorum for the Meeting. He proposed that Mr. Vinay K. Goenka, be the Chairman of the Meeting in accordance with Article 70 of the Company's Articles of Association, which was seconded by Mr B Karmakar.

Mr Vinay K.Goenka took the Chair. The required quorum being present, the Chairman declared the Meeting to be in order in terms of Article 68 of the Articles of Association of the Company. He stated that 12 members had lodged Proxy Forms in respect of 21,78,055 shares and those were in order.

The following Documents/Register placed on the table remained open and accessible throughout the Meeting :

1. The Registers maintained under Sections 170 and 189 of the Companies Act, 2013.



2. A signed copy of the Profit and Loss Account for the year ended 31st March, 2013, the Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
3. Memorandum and Articles of Association of the Company.

1. NOTICE CONVENING THE MEETING

The Notice dated 14th March, 2014 convening the Meeting was taken as read by the members present.

2. ANNUAL ACCOUNTS 2012-2013 AND THE REPORTS FOR THE YEAR ENDED 31ST MARCH, 2013

The Chairman proposed the following Resolution as an Ordinary Resolution :

"RESOLVED THAT the Financial Statements for the year ended 31st March, 2013 and the Reports of the Directors and the Auditors thereon, as laid before the Company at this Meeting, be and the same are hereby received, approved and adopted."

Mr. B Karmakar seconded the Resolution.

Thereafter the Chairman invited questions from the members.

There being no questions from the members present, the aforesaid Resolution on being put to vote on a show of hands was passed unanimously.

3. RETIREMENT AND REAPPOINTMENT OF DIRECTOR

The Chairman proposed the following Resolution as an Ordinary Resolution :

"RESOLVED THAT Mr. N. Dutta who retires under Article 99 of the Articles of Association of the Company be and is hereby reappointed a Director of the Company."

Mr. Amitabh Barua seconded the Resolution and on being put to vote on a show of hands, the same was passed unanimously.

4. REAPPOINTMENT OF AUDITORS

The Chairman proposed the following Resolution as an Ordinary Resolution :

"RESOLVED THAT the retiring auditors, Messrs B.M. Chatrath & Co. Chartered Accountants, be and they are hereby reappointed Auditors of the Company to hold Office from the conclusion of this Annual General Meeting until the

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conclusion of the next Annual General Meeting and the Board of Directors of the Company upon recommendations of the Audit Committee be and is hereby authorised to fix their remuneration as well as the manner of payment thereof in consultation with them."

Mr. Binayak Bhattacharyya seconded the Resolution and on being put to vote on a show of hands, the same was passed unanimously.

5. SPECIAL BUSINESS

i) The Chairman proposed the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Nand Gopal Khaitan be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

Mr. Amitabh Barua seconded the Resolution and on being put to vote on a show of hands, the same was passed unanimously.

ii) The Chairman proposed the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Dharam Pal Jindal, be and he is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

Mr. Amitabh Barua seconded the Resolution and on being put to vote on a show of hands, the same was passed unanimously.

iii) Since the next item related to himself, the Chairman requested Mr. S. Bhoopal to Chair the meeting for the item.

Thereupon, Mr. Bhoopal took the Chair and proposed the following Resolution as an Ordinary Resolution :

"RESOLVED THAT the Company hereby approves the reappointment and remuneration payable to Mr. Vinay.K. Goenka as Executive Chairman of the Company for a period of three years from 1st April, 2013 on the terms and conditions set out in the Agreement, within the limits specified in Schedule XIII of the Companies Act, 1956, and as approved by the Remuneration Committee, to be made between the Company of the One Part and Mr. Goenka of the Other Part, a draft of which initialled by the Chairman is placed before the Meeting."

Mr. A.N. Sinha seconded the Resolution. .

Mr. Bhoopal also proposed the following modification to the said Resolution:

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"In the Resolution, after Schedule XIII of the Companies Act, 1956, the following words may be inserted, ' now Schedule V of the Companies Act, 2013, ' "

Mr.B.Karmakar seconded the modification and on being put to vote on a show of hands, the modification was passed unanimously.

The Chairman then put the Resolution as modified to vote. On a show of hands the Resolution as modified was passed unanimously.

Thereupon Mr Vinay K.Goenka resumed the Chair.

iv) The Chairman proposed the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the Company hereby approves the reappointment and remuneration paid to Mr Akhil Kumar Ruia as Whole-time Director of the Company on the terms and conditions set out in the Letter dated 8th August, 2013, a copy of which initialled by the Chairman is placed before the Meeting, within the limits specified in Schedule XIII of the Companies Act, 1956 and as approved by the Remuneration Committee, for the period from 7th August, 2013 to 25th February, 2014, notwithstanding that consequent on the coming into effect of a Scheme of Arrangement between Warren Tea Limited and James Warren Tea Limited and their respective Shareholders with retrospective effect from 1st April 2011, all such remuneration paid to Mr Akhil Kumar Ruia has stood transferred to James Warren Tea Limited."

Mr. Amitabh Barua seconded the Resolution and on being put to vote on a show of hands, the same was passed unanimously.

v) The Chairman proposed the following Resolution as an Ordinary Resolution:

"RESOLVED THAT the Company hereby approves the reappointment and remuneration paid to Mr Ankit Govind Ruia as Whole-time Director of the Company on the terms and conditions set out in the Letter dated 8th August, 2013, a copy of which initialled by the Chairman is placed before the Meeting, within the limits specified in Schedule XIII of the Companies Act, 1956 and as approved by the Remuneration Committee, for the period from 7th August, 2013 to 25th February, 2014, notwithstanding that consequent on the coming into effect of a Scheme of Arrangement between Warren Tea Limited and James Warren Tea Limited and their respective Shareholders with retrospective effect from 1st April 2011, all such remuneration paid to Mr Ankit Govind Ruia has stood transferred to James Warren Tea Limited."

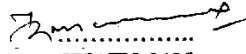
Mr. Binayak Bhattacharyya seconded the Resolution and on being put to vote on a show of hands, the same was passed unanimously.



CONCLUSION

Thereafter, all business in accordance with the Notice dated 14th March, 2014 convening the Thirty-sixth Annual General Meeting having been transacted and there being no other item of business remaining, the Meeting terminated with Mr. A N Sinha proposing a vote of thanks to the Chair, to other Directors, shareholders and others who had attended the Meeting.

5.5.2014


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CHAIRMAN
6th May 2014