Warren Tea Limited

Registered Office:

Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601 Telephone: 0374 2911369 Email: corporate@warrentea.com CIN: L01132AS1977PLC001706, Website: www.warrentea.com

Date of AGM						T	1et A 2016	
Total Number of	shareholders on record d	ate (Cut-off d	ate 25 7 20°	16)		11366	1st August, 2016	
No. of sharehold	ers present in the meetin	g either in ner	son or thro	ugh provve				
	Promoter and Promo	ter Group	3011 01 111101	ugii pioxy.		55	3	
	Public							
						51		
Resolution Requir	ed: Ordinary	"RESOLVED	THAT the St	andalone Financial State	monte and (F: 110:	
	· ·	31st March	. 2016 and ti	andalone Financial State he Reports of the Direct	ore and the A	-onsolidated	Financial Statements	for the year ended
		Meeting, be	and the sar	ne are hereby received,	approved an	d adopted "	eon, as laid before the	Company at this
Whether promote	er/promoter group are			, , , , , , , , , , , , , , , , , , , ,	approved an	o ddoptcu.		
interested in the	the Agenda/resolution	1	No					
	,		140					
Category	Mode of Voting	No.of	No.of	% of Votes	No.of	No.of	% of Votes	% of Votes
	•	Shares	Votes	Polled on	Votes in	Votes	in favour on	against on
		Held	polled	outstanding	Favour	against	votes polled	votes polled
			ľ	shares	1. 4.04.	l against	votes polied	votes polied
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	/7\=[(E\//2\]*100
				, , , , , , , , , , , , , , , , , , , ,	l \''	(5)	(0)-[(+)/(2)] 100	(7)=[(5)/(2)]*100
Promoter and	E-Voting		8947799	100.00	8947799	0	100.00	0.00
Promoter	Poll		0	0.00	0	0		
Group	Total	8947799	8947799	0.00	8947799	0		0.00
Public-	E-Voting		Ō	0.00	0	0	200.00	
Institutions	Poll		0	0.00	ō	0	0.00	0.00
	Total	477	0	0.00	0.	0	0.00	0.00
Public-	E-Voting		1421630	47.35	1421528	102	99.999	0.001
Non Institutions	Poll		0	0.00		0	0.00	0.001
	Total	3002528	1421630	0.00	1421528	102	99,999	0.001
Total		11950804	10369429		10369327	102	99.999	0.001

02.08.2016

WARREN TEA LIMITED

Warren Tea Limited

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CIN: L01132AS1977PLC001706, Website: www.warrentea.com

Date of AGM					1st August, 2016				
Total Number of	shareholders on record da	te (Cut-off dat	e 25.7.2016	5)	11366	;	3,		
	ers present in the meeting				58				
	Promoter and Promot				1 7	•			
	Public				51				
Resolution Required: Ordinary "RESOLVED THAT Mr Vinay Kumar Goenka (DIN of the Company be and is hereby reappointed a D				N 00043124) Director of the	who retires un Company."	der Article No.97 of the	Articles of Association		
	er/promoter group are the Agenda/resolution		Mr. Vinay	Kumar Goenka deeme	ed to be intere	ested			
Category	Mode of Voting	No.of	No.of	% of Votes	No.of	No.of	% of Votes	% of Votes	
		Shares	Votes	Polled on	Votes in	Votes	in favour on	against on	
		Held	polled	outstanding	Favour	against	votes polled	votes polled	
				shares	1			'	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and	E-Voting		8947799	100.00	6943198	0	77.597	0.000	
Promoter	Poll		0	0.00	0	0	0.000	0.000	
Group	Total	8947799	8947799	0.00	6943198*	0	0.000	0.000	
Public-	E-Voting		0	0.00	0	0	0.000	0.000	
Institutions	Poll		0	0.00	0	0	0.000	0.000	
	Total	477	0	0.00	0	0	0.000	0.000	
Public-	E-Voting		1421630	47.35	1421528	102	99.993	0.007	
Non Institutions	Poll		0	0.00	0	0	0.000	0.000	
	Total	3002528	1421630	0.00	1421528	102	99.993	0.007	
Total		11950804	10369429	86.77	8364726	102	80.667		

* 2004601 shares held by Mr. V.K. Goenka not considered.

WARREN TEA LIMITED

2

Chairman

02.08.16

Warren Tea Limited

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Date of AGM					T		1ct Avenuet 2016			
Total Number of	shareholders on record d	ate (Cut-off Da	te 25.7.201	6)	11366	1st August, 2016 11366				
No. of sharehold	lers present in the meetin	g either in per	on or throu	igh proxy.	58					
	Promoter and Promoter Group					, ,				
	Public				5					
Resolution Required: Ordinary "Resolved that the reappointment of Messrs B M Chatrath & Co., Chartered Accountants (FRN 301011E), as State made at the 37th Annual General Meeting held on 10th September, 2014, to hold office till the conclusion of the Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Compan recommendations of the Audit Committee as well as the manner of payment thereof in consultation with them, I hereby ratified."						usion of the Forty-second				
Whether promote	er/promoter group are									
interested in the	the Agenda/resolution	nda/resolution No								
Category	Mode of Voting	No.of	No.of	% of Votes	No.of	No.of	% of Votes	% of Votes		
		Shares	Votes	Polled on	Votes in	Votes	in favour on	against on		
		Held	polled	outstanding shares	Favour	against	votes polled	votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter and	E-Voting		8947799	100.00	8947799	0	100.00	0.00		
Promoter	Poli		0	0.00	0	0				
Group	Total	8947799	8947799	0.00	8947799	0				
Public-	E-Voting		0	0.00	0	0		0.00		
nstitutions	Poll		0	0.00	0	0	0.00	0.00		
	Total	477	0	0.00	0	0	0.00	0.00		
Public-	E-Voting		1421630	47.35	1421630	0	100.00	0.00		
Non Institutions	Poll		0	0.00	0	0	0.00	0.00		
	Total	3002528	1421630	0.00	1421630	0	100.00	0.00		
Total		11950804	10369429	86.77	10369429	0	100.00	0.00		

02.08.2016

WARREN TEA LIMITED

3

Warren Tea Limited

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Telephone: 0374 2911369 Email: corporate@warrentea.com
CIN: L01132AS1977PLC001706, Website: www.warrentea.com

Date of AGM					Т		4 . 4	
Total Number of	shareholders on record da	ate (Cut-off da	Pa 25 7 201/	6)	1125/		1st August, 2016	
No. of sharehold	ders present in the meeting	g either in ner	on or throu	igh provid	11366			
	Promoter and Promot	ter Group	Jon or uniou	gii proxy.	58	•		1
	Public	ei Gioap						
Resolution Requi	Resolution Required: Ordinary "RESOLVED THAT approval of the shareholders				51			
nesoration negati	ed. Ordinary	with reimh	inal approv	/al of the shareholders of P	e and is hereb	y accorded for	payment of remuneration	n of `1,00,000 together
		000001) fo	audit of the	cost records of the Com	ocket expenses	, IT any, to M/s	Shome & Banerjee, Cost	Accountants (FRN
			duale or and	COST IECOIDS OF THE COM	pany tor ute in	lancial year	ZU16-17."	
Whether promot	er/promoter group are							
	the Agenda/resolution		No					
	me r general reservation		NO					1
Category	Mode of Voting	No.of	No.of	% of Votes	No.of	No.of	% of Votes	% of Votes
		Shares	Votes	Polled on			in favour on	against on
İ		Held	polied				votes polled	votes polled
İ		1	1	shares			Votes polica	Votes policu
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
		<u> </u>	1		`'' '	(5,	(0)-[(4),(2)] 100	(/)-[(3)/(2)] 100
Promoter and	E-Voting		8947799	100.00	8947799	0	100.00	0.00
Promoter	Poll		0	0.00	0	0		0.00
Group	Total	8947799	8947799	0.00	8947799		100.00	0,00
Public-	E-Voting		0	0.00	0	Ö		
Institutions	Poll		0	0.00	0	0	0.00	7.00
	Total	477	0	0.00	0	0	0.00	0.00
Public-	E-Voting	7	1421630	47.35	1421630	Ö		0.00
Non Institutions	Poll	7	0	0.00	0	o	200,00	0.00
	Total	3002528	1421630		1421630		0.00	
Total		11950804	10369429		10369429		100.00	0,00

02.08.2016

WARREN TEA LIMITED

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Name of the Company: Warren Tea Limited

Registered Office:

Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601 Telephone: 0374 2911369 Email: corporate@warrentea.com CIN: L01132AS1977PLC001706, Website: www.warrentea.com

Date of AGM					T		1et Avenuet 2016	
Total Number of	shareholders on record da	ate (Cut-off da	te 25.7.201	5)	11366	:	1st August, 2016	
No. of sharehold	lers present in the meeting	g either in per	son or throu	igh proxy:	58			
	Promoter and Promot	ter Group		Bit broxy.]	,		
Public					51			
Resolution Requi	red: Special	"RESOLVED THAT in partial modification of the Special Resolution passed by the Shareholders at the 38th Annual G Meeting held on 26th September, 2015 and pursuant to Sections 196 and 197 read with Schedule V to the Compani 2013, Mr Vinay Kumar Goenka (DIN 00043124), Chairman be paid, subject to approval of the Central Governmer contractual remuneration (including bonus) for the financial year 2015-16, as approved by the members vide resol passed at the 36th Annual General Meeting held on 28th April, 2014 as minimum remuneration notwithstanding suc remuneration being in excess of the limits provided in Section 197 or Schedule V of the Act"						the Companies Act, ral Government, his full pers vide resolution
Whether promote	er/promoter group are							
	the Agenda/resolution	Mr. Vinay Kumar Goenka deemed to be interested						
Category	Mode of Voting	No.of	No.of	% of Votes	No.of	No.of	% of Votes	% of Votes
		Shares Held	Votes	Polled on	Votes in	Votes	in favour on	against on
		пею	polled	outstanding	Favour	against	votes polled	votes polled
		(1)	(2)	shares (3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting		6943198	77.60	6943198	0	100.00	0.00
Promoter	Poli		0	0.00		0	0.00	
Group	Total	8947799	6943198	0.00	6943198	0	100.00	0.00
Public-	E-Voting		Ō	0.00	0	0	0.00	
nstitutions	Poll		0	0.00	0	0	0.00	0.00
	Total	477	0	0.00	0	0	0.00	0.00
Public-	E-Voting		1421630	47.35	1421528	102	99.999	0.001
Non Institutions	Poll		0	0.00	0	0	0.00	0.001
	Total	3002528	1421630	0.00	1421528	102	99.999	0.001
Total	,	11950804	8364828	69.99	8364726	102	99.999	0.001

02.08.2016

WARREN TEA LIMITED

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Warren Tea Limited

Registered Office:

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Telephone: 0374 2911369 Email: corporate@warrentea.com
CIN: L01132AS1977PLC001706, Website: www.warrentea.com

Date of AGM					T		1st August, 2016	
Total Number of	shareholders on record da	te (Cut-off dat	e 25.7.2016	5)	11366	5	2507 (08050) 2020	
	ers present in the meeting				58	3		
Promoter and Promoter Group					1	,		
	Public					L		
Resolution Requi	Meeting held on 26th September, 2015 and purs 2013, Mr Subhajit Kumar Ghosh (DIN 0004233) his full contractual remuneration (including bor vide resolution passed at the 37th Annual Gener				pecial Resolution passed by the Shareholders at the 38th Annual General suant to Sections 196 and 197 read with Schedule V to the Companies Act, 5), Managing Director be paid, subject to approval of the Central Government, nus) for the financial years 2015-16 and 2016-17 as approved by the members all Meeting held on 10th September, 2014 as minimum remuneration tess of the limits provided in Section 197 or Schedule V of the Act"			
	er/promoter group are the Agenda/resolution			No				
	and Agenday resolution			140				
Category	Mode of Voting	No.of	No.of	% of Votes	No.of	No.of	% of Votes	% of Votes
		Shares	Votes	Polled on	Votes in	Votes	in favour on	against on
		Held	polled	outstanding shares	Favour	against	votes polled	votes polled
-		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting		8947799	100.00	8947799	0	100.00	0.00
Promoter	Poli		0	0.00	. 0	0	0.00	<u> </u>
Group .	Total	8947799	8947799	0.00	8947799	0	100.00	0.00
Public-	E-Voting		0	0.00	0	0	0.00	0.00
Institutions	Poll		0	0.00	0	0	0.00	0.00
	Total	477	0	0.00	0	0	0.00	0.00
Public-	E-Voting		1421629	47.35	1421527	102	99.999	0.001
Non Institutions	Poll		0	0.00	0	0	0.00	0.00
	Total	3002528	1421629	0.00	1421527	102	99.999	0.001
Total		11950804	10369428	86.77	10369326	102	99.999	0.001

02.08,2016

WARREN TEA LIMITED

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CIN: L01132AS1977PLC001706, Website: www.warrentea.com

Date of AGM					T		1at Avenue 2016	
Total Number of	shareholders on record da	ate (Cut-off dat	e 25.7.201/	6)	11366		1st August, 2016	
	ers present in the meeting				58			
·	Promoter and Promoter Group					,		
	Public	с. с.			51	ı		
Resolution Required: Special "RESOLVED THAT subject to approval of the Central Government the Company hereby approves the reappoint remuneration payable to Mr. Vinay Kumar. Goenka (DIN 00043124) as Chairman of the Company for a period of t from 1st April, 2016 on the terms and conditions set out in the Agreement, as approved by the Nomination and Remuneration Committee, to be made between the Company of the One Part and Mr. Goenka of the Other Part which initialled by the Chairman is placed before the Meeting and that such remuneration be paid to Mr Goenka remuneration notwithstanding that the same being in excess of the limits provided in Section 197 or Schedule V of Companies Act, 2013."					r a period of three years nination and he Other Part, a draft of o Mr Goenka as minimum			
Whether promote	er/promoter group are		icij Edao.					
	the Agenda/resolution		Mr. Vinay I	Kumar Goenka deeme	d to be intere	ested		
Category	Mode of Voting	No.of	No.of	% of Votes	No.of	No.of	% of Votes	% of Votes
		Shares	Votes	Polled on	Votes in	Votes	in favour on	against on
		Held	1.	outstanding shares	Favour	against	votes polled	votes polied
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting		6943198	77.60	6943198	0	100.00	0.00
Promoter	Poll		0	0.00	0	0		
Group	Total	8947799	6943198	0.00	6943198	0		0.00
Public-	E-Voting		0	0.00	0	0		
Institutions	Poll	<u> </u>	0	0.00	0	0	0.00	
	Total	477	0	0.00	0	0		
Public-	E-Voting		1421630	47.35	1421528	102	99.999	
Non Institutions	Poll		0	0.00	0	0	0.00	
	Total	3002528	1421630	0.00	1421528	102	99.999	
Total		11950804	8364828	69.99	8364726	102	99,999	0.001

02.08.2016

WARREN TEA LIMITED

Chairman

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Commercial Point Unit 506 79 Lenin Sarani Kolkata - 700 013 Phone 182902445

Report of Scrutinizer

Mr. Vinay K. Goenka Chairman 39th Annual General Meeting of the Equity Shareholders of WARREN TEA LIMITED Held on 1st day of August, 2016 at 10.30 A.M.

SIR,

- I, SALIL BANERJEE, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the ANNUAL GENERAL meeting of the Equity Shareholders of WARREN TEA LIMITED, held on 1st AUGUST, 2016 at G. S. Ruia Memorial Complex at Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601, as also for e-voting process for the same purpose, hereby submit my report as under:
 - The ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
 - Since none of the shareholders participated through the method of poll at the meeting, the locked ballot boxes were not opened and there were no poll papers to be scrutinized.
 - 3. No shareholder voted through the method of poll, thus the question of incomplete and/or defective poll paper did not arise.
 - 4. After the conclusion of voting at the general meeting, the votes cast through remote e-voting were unblocked in the presence of two witnesses not in the employment of the company.
 - 5. The result is as under:
- (a) Resolution No.1 Receive, consider and adopt the Financial Statements for the financial year ended 31st March,2016 along with the Report of Board of Directors and Auditors.
 - (i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL



E- Voting	63	10369327	99.999%
Total	63	10369327	99.999%

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	1	102	0.001%
Total	1	102	0.001%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(b) Resolution No.2 – Appoint a Director in place of Mr. Vinay Kumar Goenka, retiring by Rotation.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)		% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	60 *	8364726 *	80.667%
Total	60	8364726	80.667%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	% of total number of valid votes cast
(In case of e-voting no. of members voted)	



Poll	NIL	NIL	NIL
E- Voting	1 ,	102	0.000%
Total	1	102	0.000%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

* In view of the provisions of the Sections 188 of the Companies Act, 2013 read with Circular No. 30/2014 dated 17th July, 2014, Mr. Vinay Kumar Goenka being a related party in the context of the contract or arrangement for which the resolution is being passed, his vote was not considered for the purpose.

(Mr. Vinay Kumar Goenka 2004601 Shares)

(c) Resolution No.3 – Ratification of appointment of Statutory Auditors.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)		% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	64	10369429	100%
Total	64	10369429	100%

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)		% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	NIL	NIL	NIL
Total	NIL	NIL	NIL



(iii) Invalid votes:

Total number of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
NIL	NIL

(d) Resolution No.4 – Ordinary Resolution for the payment of remuneration to Cost
Accountants for Audit of Cost Records of the company for the
financial year 2016-17.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)		% of total number of valid votes cast
Poli	NIL	NIL	NIL
E- Voting	64	10369429	100%
Total	64	10369429	100%

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)		% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(e) Resolution No.5 – Special Resolution for payment of full contractual remuneration, subject to approval of Central Government, to Mr. Vinay Kumar Goenka, Chairman for the financial year 2015-16.



(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Į.	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	60	8364726	99.999%
Total	60	8364726	99.999%

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	ł	% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	1	102	0.001%
Total	1	102	0.001%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(f) Resolution No.6 – Special Resolution for payment of full contractual remuneration, subject to approval of Central Government, to Mr. Subhajit Kumar Ghosh, Managing Director for the financial years 2015 -16 & 2016-17.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)		% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	62	10369326	99.999%
Total	62	10369326	99.999%



(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)		% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	1	102	0.001%
Total	1	102	0.001%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid		Total number of votes cast by them
NIL	e de la companya de l	NIL

(g) Resolution No.7 – Special Resolution for the reappointment and remuneration payable to Mr. Vinay Kumar Goenka for a period of three years from 1st April, 2016.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)		% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	60	8364726	99.999%
Total	60	8364726	99.999%

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)		% of total number of valid votes cast
Poll	NIL	NIL	NIL
E- Voting	1	102	0.001%
Total	1	102	0.001%



(iii) Invalid votes:

Total number of members (in person or by	Total number of votes cast by them	
proxy) whose votes were declared invalid		
NIL	NIL	

- 5. A txt. File containing a list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is being sent separately.
- 6. No shareholder voted through the method of poll, thus no poll papers and other documents were required to be sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours Faithfully,

Place: KOLKATA

Dated: 2nd August, 2016.

SALIL BANERJEE (Scrutinizer)