

Notice

NOTICE is hereby given that the Forty-first Annual General Meeting of Warren Tea Limited will be held at the G S Ruia Memorial Complex at Deohall Tea Estate, P O Hoogrijan, Dist. - Tinsukia, Assam 786 601 on Monday, 10th September, 2018 at 10.30 am for the following purposes:

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements and Consolidated Financial Statements for the year ended 31st March, 2018 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr Vinay K Goenka (DIN 00043124) who retires by rotation and being eligible, offer himself for reappointment.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions as Special Resolutions:

3. "RESOLVED THAT approval be and is hereby accorded pursuant to Section 149 of the Companies Act, 2013 and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for reappointment of Mr Sriprakash Bhoopal (DIN 00042977) as an Independent Director of the Company whose term of office expires on 31st March, 2019 for a further period of five years with effect from 1st April, 2019."
4. "RESOLVED THAT approval be and is hereby accorded pursuant to Section 149 of the Companies Act, 2013 for reappointment of Mr Nilotpal Dutta (DIN 00045667) as an Independent Director of the Company whose term of office expires on 31st March, 2019 for a further period of five years with effect from 1st April, 2019."
5. "RESOLVED THAT approval be and is hereby accorded pursuant to Section 149 of the Companies Act, 2013 and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for reappointment of Mrs Anup Kaur Bindra (DIN 03391125) as an Independent Director of the Company whose term of office expires on 28th May, 2019 for a further period of five years with effect from 29th May, 2019."
6. "RESOLVED THAT approval be and is hereby accorded pursuant to Section 149 of the Companies Act, 2013 for reappointment of Mr Lalit Kumar Halwasiya (DIN 00211756) as an Independent Director of the Company whose term of office expires on 28th May, 2019 for a further period of five years with effect from 29th May, 2019."
7. "RESOLVED THAT approval be and is hereby accorded pursuant to Section 149 of the Companies Act, 2013 for reappointment of Mrs Sonia Barman (DIN 06910929) as an Independent Director of the Company whose term of office expires on 21st September, 2019 for a further period of five years with effect from 22nd September, 2019."

To consider and if thought fit, to pass with or without modifications the following Resolutions as Ordinary Resolutions:

8. "RESOLVED THAT approval be and is hereby accorded for payment of remuneration of ₹1,00,000 together with reimbursement of applicable taxes and out of pocket expenses, if any, to M/s Shome & Banerjee, Cost Accountants (FRN 000001) for audit of the cost records of the Company for the financial year 2018-19."

Notice (Continued)

9. “ RESOLVED THAT pursuant to Regulation 31A of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions and subject to requisite approvals, the entities belonging to a former promoter group of the Company headed by Mr Anil Kumar Ruia be reclassified as public .”

Suvira House
4B, Hungerford Street
Kolkata 700017
26th May, 2018

By Order of the Board
Siddhartha Roy
*President-Legal
& Company Secretary*

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. In terms of Section 105(2) of the Companies Act, 2013 intimation is hereby given that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.

A Proxy, in order to be effective, must be received at the Company's Registered Office at Deohall Tea Estate, PO Hoogrija n, Dist. Tinsukia, Assam 786 601 not less than forty eighth ours before the Meeting.
3. Relevant details in respect of Item No. 2 of the Notice pursuant to Secretarial Standard on General Meetings (SS-2) and 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 to 9 of the Notice are included in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 given hereinafter.
4. The Register of Members and Share Transfer Books will remain closed from 4th September, 2018 to 10th September, 2018 (both days inclusive) for the purpose of the Annual General Meeting.
5. In view of the amendment to Section 139 of the Companies Act, 2013 with effect from 7th May, 2018, annual ratification of appointment of Statutory Auditors is no longer required and hence no resolution is being proposed for the same.
6. Pursuant to Section 136 of the Companies Act, 2013, printed abridged financial statements are being sent to the Shareholders. Shareholders requiring a copy of the full Annual Report may write to the Company's Registrar and Share Transfer Agent.
7. The Company is registered with National Securities Depository Ltd. and Central Depository Services (India) Ltd. for dematerialization of its Equity Shares which has been allotted the ISIN INE712A01012. CB Management Services (P) Limited having their office at P-22 Bondel Road, Kolkata 700 019 are the Registrar and Share Transfer Agent of the Company.
8. Members are requested to intimate their e-mail ID in the attached form.

Notice (Continued)

9. 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 at Kolkata, quoting their respective Ledger Folio Numbers;
 - b. note that as per provisions of the Companies Act, 2013 facility for making nominations is available for shareholders 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.
10. i. Pursuant to Section 205A of the Companies Act, 1956 all dividends declared and related 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. Shareholders 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, shareholders 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.

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

Item No.: 3, 4, 5, 6 & 7

Mr Sriprakash Bhoopal ('Mr Bhoopal') (DIN 00042977), Mr Nilotpal Dutta ('Mr Dutta') (DIN 00045667), Mrs Anup Kaur Bindra ('Mrs Bindra') (DIN 03391125), Mr Lalit Kumar Halwasiya ('Mr Halwasiya') (DIN 00211756) and Mrs Sonia Barman ('Mrs Barman') (DIN 06910929) are Non-executive Independent Directors of the Company.

Mr Bhoopal and Mr Dutta both joined the Board of Directors of the Company with effect from 17th October, 2003 and at the Thirty-seventh Annual General Meeting held on 10th September, 2014, continuance of both of them as Independent Directors of the Company was approved for five years upto 31st March, 2019. At the same Annual General Meeting, both Mrs Bindra and Mr Halwasiya were appointed as Independent Directors of the Company for a period of five years with effect from 29th May, 2014 which terms expire on 28th May, 2019. At the Thirty-eighth Annual General Meeting held on 26th September, 2015, Mrs Sonia Barman was appointed as an Independent Director for a period of five years with effect from 22nd September, 2014 which term expires on 21st September, 2019.

The Performance evaluation of all the Independent Directors were conducted by the entire Board (excluding the Director being evaluated) on the basis of criteria such as transparency, analytical capability, advising,

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providing suggestion to the Company's management, level of skill and expertise etc. On the basis of said evaluation, the Board approved all their reappointments.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Act and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Brief resume, nature of expertise in specific functional areas and names of companies in which they hold directorships, memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se, etc. are provided in the Annexure to this Notice.

In terms of Section 149 of the Act, an Independent Director shall hold office for a term of five consecutive years on the Board of the Company; and shall be eligible for reappointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report. Further, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires approval of the Shareholders for reappointments of Mr Bhoopal, who has attained the age of 75 years and Mrs Bindra, who would attain the age of 75 years during the course of her proposed period of reappointment, as Non-executive Independent Directors.

The Nomination and Remuneration Committee upon consideration has recommended reappointment for further terms of five years for all the Independent Directors. The Board considers that the continued association of all the Independent Directors would be beneficial to the Company and it is desirable to continue to avail of their services as Independent Directors for further periods of five years as aforesaid and that each of them fulfill the conditions required for such reappointment.

The Special Resolutions set out in Item Nos 3, 4, 5, 6 and 7 of the Convening Notice are to be considered accordingly and the Board recommends their acceptance.

Mr Bhoopal, Mr Dutta, Mrs Bindra, Mr Halwasiya and Mrs Barman are interested in Item Nos 3, 4, 5, 6 and 7, of the Convening Notice respectively. No other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolutions set out at Item Nos 3, 4, 5, 6, and 7 of the Convening Notice.

Item No. 8

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the Board at their meeting held on 26th May, 2018, based on the recommendations of the Audit Committee, approved the appointment of M/s Shome & Banerjee, Cost Accountants (FRN 000001) as Cost Auditors of the Company for the financial year 2018-19 at a fee of ₹1,00,000 together with reimbursement of applicable taxes and out of pocket expenses, if any, for conducting the audit of the cost records of the Company. In accordance with the said provision the remuneration payable to the Cost Auditors has to be approved by the shareholders.

The Resolution set out in Item No. 8 of the Convening Notice is to be considered accordingly and the Board recommends its acceptance.

No Director and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the Convening Notice.

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Item No.9

Warren Tea Limited ('the Transferor Company') had undergone a demerger through a Scheme of Arrangement ('the Scheme') after obtaining requisite approvals from BSE Limited and the Calcutta Stock Exchange Limited by their Observation Letters dated 17th June, 2013 and 18th June, 2013 respectively and that of the Shareholders of the Company on 13th September, 2013. The said Scheme was effected by Order dated 16th December, 2013 of the Hon'ble Gauhati High Court filed with the Registrar of Companies, North Eastern Region.

Prior to the aforesaid demerger, there had been two groups of promoters, hereinafter called the "Goenka Group" headed by Mr Vinay K Goenka and the "Ruia Group" headed by Mr Anil Kumar Ruia, constituents of both of which had held shares in the Transferor Company.

In consideration of the demerger, the Shareholders of the Transferor Company were given 1 equity share of ₹ 10 each in the Transferee Company as fully paid up for every 1 equity share of ₹ 10 each held in the Transferor Company. The Scheme contemplated facilitation and eventual separation and realigning of promoters' interest in the Transferor Company and in the Transferee Company between the aforesaid two groups of promoters and to that end allowed the said two groups of promoters to transfer the shares in the Transferor Company and the Transferee Company between themselves pursuant to the Scheme in any manner whatsoever.

Following the Hon'ble High Court's Order, subsequent to the Scheme having come into effect, the two groups of promoters exchanged identical number of the shares in the Transferor Company and in the Transferee Company. Subsequent to such exchange, the Ruia Group have been completely dissociated from the Transferor Company in every way including that no representative of the Ruia Group is a Director of the Transferor Company and the two Companies and their respective promoter groups have stood totally independent of each other.

In the premises aforesaid, as all the transactions and transfers pursuant to the Scheme having been completed and since there has been complete dissociation between the two groups, it is legally inappropriate to consider the entities in the Ruia Group as 'Promoter' any longer but to treat and reclassify them as members of the public.

Both in terms of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable procedure of Stock Exchange, such reclassification require the approval of the Shareholders of the (Transferor) Company.

The Resolution set out in Item No.9 of the Convening Notice is to be considered accordingly and the Board recommends its acceptance.

No Director and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Convening Notice.

Suvira House
4B, Hungerford Street
Kolkata 700017
26th May, 2018

By Order of the Board
Siddhartha Roy
President-Legal
& Company Secretary

Notice (Continued)

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, 2018)						
Name	Mr Sriprakash Bhoopal	Mr Nilotpal Dutta	Mrs Anup Kaur Bindra	Mr Lalit Kumar Halwasiya	Mrs Sonia Barman	Mr Vi nay K Goenka
Director Identification Number	00042977	00045667	03391125	00211756	06910929	00043124
Date of Birth Age (Years)	01/09/1942 76	27/05/1967 51	15/03/1949 69	14/03/1955 63	10/05/1951 67	05/07/1958 59
Date of first Appointment on the Board	17/10/2003	17/10/2003	29/05/2014	29/05/2014	22/09/2014	04/04/1983
Experience in Specific Functional Area	Plantation, Manufacturing, Tasting and Marketing of Tea	Plantation, Manufacturing, Tasting and Marketing of Tea	Specialised in Shellac Aleuritic Powder and Shellac related products	Petroleum refining and Petroleum products	Specialised in nur turing young children	Plantation, Manufacturing, Marketing and Export of Tea
Qualifications and Experience	Commerce Graduate from Calcutta University and has done tea tasting training with J.Thomas & Co.P. Ltd., Kolkata. Many decades of experience of the tea industry.	Commerce Graduate from North Eastern Hill University, Shill ong. Undergone tea tasting and marketing training with J.Thomas & Co.P. Ltd. and Contemporary Brokers Pvt. Ltd.,Kolkata. Experience in tea industry for over 3 decades	Science Graduate from Punjab University. Around 25 years of business experience.	Commerce Graduate from Calcutta University and MBA from University of South Dakota , U.S.A. More than 4 decades of wide business experience.	Graduate from Meerut University. Several decades of experience in field of education.	Graduated with B Sc (Botany). Four decades of business experience in areas including Plantation, Manufacturing, Marketing and Export of Tea.
No. of Shares held in the Company	1	10	NI	NI	NI	3601229

Notice (Continued)

(As on March 31, 2018)						
Name	Mr Sriprakash Bhoopal	Mr Nilotpal Dutta	Mrs Anup Kaur Bindra	Mr Lalit Kumar Halwasiya	Mrs Sonia Barman	Mr Vinay K Goenka
Number of meetings of the Board attended during the year	5	2	4	4	4	5
Directorship in Companies	Amarawati Tea Co. Ltd. Marangi Pvt. Ltd. Jalan Pipes Ltd. Good Team Investment & Trading Co.Ltd. Patodi a Consultants Ltd. H.P. Barua Tea Estates Pvt. Ltd. Mouchak Agro Pvt.Ltd.	Contec Aviation Pvt. Ltd.	Dip Software Solutions (P) Ltd.	Vermillion Petrochem (P) Ltd. Owners Court Cooperative Housing Society Ltd.	—	—
Chairman/ Member in the Committees of the Boards of (other) companies	NI	NI	NI	NI	NI	NI
Terms and Conditions of Appointment / Reappointment	In accordance with applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015					
Details of remuneration sought to be paid	No remuneration payable other than Sitting Fees.					Not Applicable
Last drawn remuneration						
Relationship with other Directors and Key Managerial Personnel	None of them are related to any other Director or Key Managerial Personnel.					

Notice (Continued)

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

- 1) In compliance with the provisions of the Companies Act, 2013 and the Rules framed thereunder the Company is pleased to provide the Members facility of voting by electronic means in respect of business to be transacted at the Annual General Meeting (Meeting) which includes remote e-voting (i.e. voting electronically from a place other than the venue of the Meeting) by using the electronic voting facility provided by Central Depository Services (India) Limited (CDSL). The facility for voting through Ballot (Polling) paper shall be made available at the Meeting and Members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to exercise their right to vote at the Meeting through Polling paper.
- 2) Persons who have acquired shares and became Members after the dispatch of the Notice of the Meeting but before the 'Cut-off Date' of 3rd September, 2018 may obtain their UserID and Password for remote e-voting by sending a request to the Company's Registrar & Share Transfer Agent, C B Management Services (P) Ltd., P-22, Bon del Road, Kolkata – 700 019 at rta@cbmsl.com quoting DP ID/CL ID/Folio No. as the case may be along with PAN No.
- 3) The e-voting period commences on 6th September, 2018 at 9.00 am and ends on 9th September, 2018 at 5.00 pm.

The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder he shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 6th September, 2018 (9.00 am) and ends on 9th September, 2018 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3rd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through Polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast the vote by remote e-voting shall be able to exercise their right to vote at the Meeting through Polling paper.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "shareholders" tab.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then on your existing password is to be used.

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(vii) If you are a first time user the steps given below :

	For Members 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"> ● Members 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. ● 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.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details 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"> ● 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 (vii).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach 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 another person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant 'Company Name' on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish the entire resolution details.

(xiv) 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.

Notice (Continued)

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image Verification code and click on ‘Forgot Password’ and enter the details as prompted by the system.
- (xviii) 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.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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.
 - 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 account(s) for which they wish to vote in.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts 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.
 - 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 under Help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) The e-voting period commences on 6th September, 2018 (9.00 am) and ends on 9th September, 2018 (5.00 pm). 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 3rd September, 2018.

Mr Raj Kumar Banthia, Company Secretary in Practice 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 website 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.

