



# Warren Tea Limited

WTL/SEC/S-2

11<sup>th</sup> September, 2018


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

Dear Sir,

Sub: 41<sup>st</sup> Annual General Meeting – Results of Voting

Enclosed please find copy of report of the Scrutinizer for the 41<sup>st</sup> Annual General Meeting of the Company held on 10<sup>th</sup> September, 2018.

Yours faithfully,  
WARREN TEA LIMITED

  
(SIDDHARTHA ROY,  
PRESIDENT-LEGAL  
& COMPANY SECRETARY  
Encl.: as above

CIN : L01132AS1977PLG001706 ■ 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



### **SCRUTINIZER'S REPORT**

**[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 by Companies (Management & Administration) Amendment Rules, 2015]**

To,

The Chairman of the 41<sup>st</sup> (Forty-First) Annual General Meeting (AGM) of Members of Warren Tea Limited (CIN: L01132AS1977PLC001706), held on Monday, 10<sup>th</sup> day of September, 2018 at G S Ruia Memorial Complex at Deohall Tea Estate, P O Hoogrijan, Dist.- Tinsukia, Assam 786 601 at 10:30 A.M.

**Dear Sir,**

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Warren Tea Limited** (the Company) for the purpose of scrutinizing the process of voting through Remote e-Voting and voting by use of ballot forms at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 41<sup>st</sup> Annual General Meeting





of the Company held on Monday, 10<sup>th</sup> day of September, 2018 at G S Ruia Memorial Complex at Deohall Tea Estate, P O Hoogrijan, Dist.- Tinsukia, Assam 786 601 at 10:30 A.M., do hereby submit my report as follows:

- (a) The Notice dated 26<sup>th</sup> May, 2018 convening the 41<sup>st</sup> Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent by 10<sup>th</sup> August, 2018 to the members of the company.
- (b) The company provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 3rd September, 2018 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Thursday, 6th September, 2018 at 9.00 A.M. (IST) and ended on Sunday, 9th September, 2018 at 5.00 P.M. (IST).





- (e) None of the members and/or their proxies at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 41<sup>st</sup> Annual General Meeting the votes cast through remote e-voting were unblocked in presence of Ms. Mudra Khetan and Ms. Smriti Agarwal, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014 as amended.
- (g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote, were derived from the report generated from the e-voting website of CDSL, [www.evotingindia.com](http://www.evotingindia.com) in respect of remote e-voting.
- (h) 61 Members have cast their votes through remote e-voting and all such votes are valid, None of the Members and/or their proxy have cast their votes through poll at the AGM venue.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.





	<b>Number of votes (shares) cast through Remote E-voting. (1)</b>	<b>Number of Votes (shares) cast on Poll at the meeting. (2)</b>	<b>Total  (1)+(2)=(3)</b>	<b>% of total number of valid votes cast</b>
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**ORDINARY BUSINESS**

**Item No.1 as an Ordinary Resolution:** 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..

(1) Voted in favour of the resolution	97,00,084	0	97,00,084	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>97,00,084</b>	<b>0</b>	<b>97,00,084</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**Item No. 2 as an Ordinary Resolution:** To appoint a Director in place of Mr Vinay K Goenka (DIN 00043124) who retires by rotation and being eligible, offer himself for reappointment.

(1) Voted in favour of the resolution	97,00,084	0	97,00,084	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>97,00,084</b>	<b>0</b>	<b>97,00,084</b>	<b>100</b>





(3) Invalid votes:	0	0	0	--
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**SPECIAL BUSINESS**

**Item No.3 as a Special Resolution:** To consider re-appointment 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 5 years with effect from 1st April, 2019.

(1) Voted in favour of the resolution	97,00,084	0	97,00,084	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>97,00,084</b>	<b>0</b>	<b>97,00,084</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**Item No. 4 as a Special Resolution:** To consider re-appointment 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 1<sup>st</sup> April, 2019.

(1)Voted in favour of the resolution	97,00,084	0	97,00,084	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>97,00,084</b>	<b>0</b>	<b>97,00,084</b>	<b>100</b>





(3) Invalid votes:	0	0	0	--
<b>Item No. 5 as a Special Resolution:</b> To consider re-appointment of Mrs. Anup Kaur Bindra (DIN 03391125) as an Independent Director of the Company whose term of office expires on 28 <sup>th</sup> May, 2019 for a further period of five years with effect from 29 <sup>th</sup> May, 2019.				
(1)Voted in favour of the resolution	97,00,084	0	97,00,084	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>97,00,084</b>	<b>0</b>	<b>97,00,084</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--
<b>Item No. 6 as a Special Resolution:</b> To consider re-appointment of Mr. Lalit Kumar Halwasiya (DIN 00211756) as an Independent Director of the Company whose term of office expires on 28 <sup>th</sup> May, 2019 for a further period of five years with effect from 29 <sup>th</sup> May, 2019.				
(1)Voted in favour of the resolution	97,00,084	0	97,00,084	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>97,00,084</b>	<b>0</b>	<b>97,00,084</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--



**Item No. 7 as a Special Resolution:** To consider re-appointment 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.

(1) Voted in favour of the resolution	97,00,084	0	97,00,084	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>97,00,084</b>	<b>0</b>	<b>97,00,084</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**Item No. 8 as an Ordinary Resolution:** To consider and approve payment of remuneration to M/s Shome & Banerjee, Cost Accountant (FRN 000001) for audit of cost records of the Company for financial year 2018-19.

(1) Voted in favour of the resolution	97,00,084	0	97,00,084	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>97,00,084</b>	<b>0</b>	<b>97,00,084</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

**Item No. 9 as an Ordinary Resolution** To approve the entities belonging to a former Promoter Group of the Company headed by Mr Anil Kumar Ruia be reclassified as public.







(1) Voted in favour of the resolution	97,00,084	0	97,00,084	100
(2) Voted against the resolution	0	0	0	0
<b>Total</b>	<b>97,00,084</b>	<b>0</b>	<b>97,00,084</b>	<b>100</b>
(3) Invalid votes:	0	0	0	--

Based on the aforesaid results, the resolution no.(s) 1 to 9<sup>1</sup> as contained in the Notice have been passed unanimously.

The remote e- voting register and other related papers/ registers and records is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

Thanking you,

Yours faithfully,

  
Raj Kumar Banthia  
Partner

Date: 11<sup>th</sup> September, 2018  
Place: Kolkata

MKB & Associates  
Membership No.: 17190  
COP No.: 18428  
FRN: P2010WB042700