

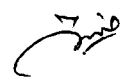
Name of the Company: Warren Tea Limited  
Registered Office: Deohall Tea Estate, P.O. Hoogrijan, Dist. Tinsukia, Assam 786 601  
Telephone : 0374 2911369 Email : corporate@warrentea.com  
CIN : L01132AS1977PLC001706, Website : [www.warrentea.com](http://www.warrentea.com)

38<sup>TH</sup> ANNUAL GENERAL MEETING

RESULT OF E-VOTING

Result of the Voting conducted through E-Voting on the Resolutions as stated hereunder:

<u>Description</u>	<u>In favour of the Resolution</u>	<u>%</u>	<u>Against the Resolution</u>	<u>%</u>
<u>Ordinary Resolutions</u>				
1."RESOLVED THAT the Financial Statements for the year ended 31st March, 2015 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."	5875636	100%	NIL	NIL
2."RESOLVED THAT Mr. Subhajit Kumar Ghosh (DIN 00042335) who retires under Article No.97 of the Articles of Association of the Company be and is hereby reappointed a Director of the Company."	5875534	100%	NIL	NIL
3. "Resolved that the reappointment of Messrs B M Chatrath & Co. as Statutory Auditors, made at the 37 <sup>th</sup> Annual General Meeting held on 10 <sup>th</sup> September, 2014, to hold office till the conclusion of the Forty-second Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company upon recommendations of the Audit Committee as well as the manner of payment thereof in consultation with them, be and is hereby ratified."	5875636	100%	NIL	NIL



<u>Description</u>	In favour of the Resolution	%	Against the Resolution	%
4. "RESOLVED THAT Mrs Sonia Barman (DIN 06910929) be and she is hereby appointed as an Independent Director of the Company for a period of five years with effect from 22nd September, 2014."	5874715	99.986%	819	0.014%
5. "RESOLVED THAT approval of the shareholders be and is hereby accorded for payment of remuneration of ₹ 1,00,000 together with reimbursement of Service Tax 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 2015-16."	5874746	99.985%	890	0.015%
<u>Special Resolutions</u>				
6 "RESOLVED THAT in partial modification of Resolution passed by the Shareholders at the 36th Annual General Meeting held on 28th April, 2014 and pursuant to Sections 196 and 197 read with Schedule V to the Companies Act, 2013, in the event of, absence or inadequacy of profits in any year during the present term of Mr Vinay Kumar Goenka's (DIN 00043124) appointment as Chairman, he be paid remuneration in accordance with Section II of Part II of Schedule V to the Act."	3870862	99.998%	71	0.002%
7. "RESOLVED THAT in partial modification of Resolution passed by the Shareholders at the 37th Annual General Meeting held on 10th September, 2014 and pursuant to Sections 196 and 197 read with Schedule V to the Companies Act, 2013, in the event of absence or inadequacy of profits in any year during the present term of Mr Subhajit Kumar Ghosh's (DIN 00042335) appointment as Managing Director, he be paid remuneration in accordance with Section II of Part II of Schedule V to the Act."	5874643	99.985%	890	0.015%

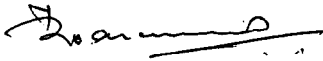


<u>Description</u>	In favour of the Resolution	%	Against the Resolution	%
<p>8. " RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders at the 37th Annual General Meeting held on 10th September, 2014, pursuant to the provisions of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the Company hereby accords its consent to the Board of Directors of the Company to borrow any sum or sums of money from time to time from any one or more of the Company's bankers and/or from any one or more of other persons, firms, bodies corporate or financial institutions, whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether moveable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose but so however that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rupees Seventy Five Crores, exclusive of interest, and the Directors be and they are hereby further authorized to execute such deed and/or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings as they may think fit and containing such conditions and covenants as the Directors may think fit."</p>	5874817	99.986%	819	0.014%

All the Resolutions relating to the items of business as contained in the Notice of the 38<sup>th</sup> Annual General Meeting have thus been duly passed.

Place : Kolkata

Date : 29.09.2015

  
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 CHAIRMAN  
 29<sup>th</sup> September 2015