Dear Sir,

Sub: Postal Ballot including e-voting – Scrutinizers report

Enclosed please find copy of report of the Scrutinizers for the Postal Ballot including e-voting of the Company which concluded on 26th January, 2020.

Yours faithfully,
Warren Tea Limited

SIDDHARTHA ROY
PRESIDENT - LEGAL & COMPANY SECRETARY

Encl: as above
SCRUTINIZER’S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amendment Rules, 2015]

To
The Chairman
Warren Tea Limited
4B, Hungerford Street
Kolkata-700017

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) at its meeting held on 13th December, 2019 for the purpose of scrutinizing the postal ballot process and voting through e-voting conducted for seeking approval of members of the Company for the following:

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) pursuant to Section 180(1)(a) of the Companies Act, 2013 for selling, leasing or otherwise disposing of certain Tea Estates of the Company and/or other assets having value in aggregate in excess of twenty per cent of the value of the undertaking of the Company as per the audited balance sheet of the preceding financial year of the Company on such terms and conditions including consideration as may be agreed to, for and on behalf of the Company, by the Board."

do hereby submit my report as follows:

[Signature]

[Stamp]
(a) The notice dated 13th December, 2019 along with the Statement under Section 102 of the Act, setting out all material facts in respect of the resolutions mentioned therein was sent to the shareholders of the Company electronically by email and physically by other permitted means to the members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 13th December, 2019.

(b) The Company has completed the dispatch of Notice and Postal Ballot forms along with postage prepaid business reply envelope by Courier and email on 27th December, 2019. The Company also provided e-voting facility offered by Central Depository Services Limited (CDSL) to its shareholders.

(c) The members holding shares either in physical or dematerialized form, as on the “Cut off” date i.e. 13th December, 2019 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 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Saturday, 28th December, 2019 at 9:00 AM and ended on Sunday, 26th January, 2020 at 5:00 PM.

(e) All physical ballots received up to close of Working hours i.e. 5.00 P.M on 26th January, 2020 being the last date and time fixed by the Company for receipt of the Ballot Forms, were opened on 27th January, 2020 in my presence and scrutinized by me. The votes cast through postal ballot were counted first, and thereafter, the votes cast through e-voting were unblocked in presence of Ms. Ankita Choudhary and Ms. Payal Mundhra, not in employment of the Company, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.

(f) The Postal Ballot forms were scrutinized and the signatures of the members who had cast their votes were verified with their specimen signatures registered with C.B. Management Services (P) Limited, Registrar & Share Transfer Agent as provided by the depositories;

(g) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.

(h) Thereafter, the details containing, inter-alia, list of the members, who voted “For” or “Against” on the resolutions were derived from the ballot forms received from the members
of the Company as well as the report generated from the e-voting website of CDSL www.evotingindia.com in respect of voting through e-voting.

(i) The Company in aggregate has received 78 (Seventy eight) Postal Ballot forms representing 8938 equity shares of the Company out of which 3 postal ballot forms representing 356 equity shares are invalid.

(j) Members representing 1,02,89,218 equity shares have cast their votes through e-voting for Resolution and all such votes are valid.

I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.

Special Resolution – "RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) pursuant to Section180(1)(a) of the Companies Act, 2013 for selling, leasing or otherwise disposing of certain Tea Estates of the Company and/or other assets having value in aggregate in excess of twenty per cent of the value of the undertaking of the Company as per the audited balance sheet of the preceding financial year of the Company on such terms and conditions including consideration as may be agreed to, for and on behalf of the Company, by the Board.”

<table>
<thead>
<tr>
<th>Voting through e-voting</th>
<th>Voting through Ballots</th>
<th>Consolidated Voting Results</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>No. of Members who voted</td>
<td>No. of votes cast</td>
</tr>
<tr>
<td>Voted in favour of the resolution</td>
<td>43</td>
<td>10182651</td>
</tr>
<tr>
<td>Voted against the resolution</td>
<td>5</td>
<td>106567</td>
</tr>
<tr>
<td>Total</td>
<td>48</td>
<td>10289218</td>
</tr>
</tbody>
</table>
In view of the above scrutiny, I hereby certify that the Special Resolution as aforesaid, as set out in notice dated 13th December, 2019 has been approved and passed by the requisite majority.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to Mr. Vinay K Goenka, Chairman authorized by the Board to supervise the Postal Ballot process.

Date: 28.01.2020
Place: Kolkata
UDIN: A017190B000101175