



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

13th May, 2026

To
The Chairman
Warren Tea Limited
8th Floor, Johar Building
P-1, Hide Lane
Kolkata - 700 073

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries has been appointed by the Board of Directors of Warren Tea Limited (the Company) for the purpose of scrutinizing the postal ballot process through voting by electronic means only (remote e-voting) in a fair & transparent manner in respect of the resolution as set out in the Postal Ballot notice dated 31st March, 2026, do hereby submit my report as follows:

- (a) On 9th April, 2026 the Company has completed the dispatch of Notice of Postal Ballot electronically to all the members who have registered their e-mail addresses with the Company/RTA or with the Depositories and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off date i.e. Friday, 3rd April, 2026, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 ("MCA Circulars").





- (b) The Company has provided e-voting facility offered by Central Depository Services (India) Limited ("CDSL") to its shareholders.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. Friday, 3rd April, 2026 were entitled to vote on the proposed resolution.
- (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 Monday, 13th April, 2026 at 09:00 a.m. (I.S.T) and ended on Tuesday, 12th May, 2026 at 5:00 p.m (I.S.T).
- (e) Since the voting on the postal ballot was conducted only through e-voting, reporting on number of physical postal ballot forms received including those that are invalid, is not applicable.
- (f) The e-voting facility provided by CDSL was unlocked on Tuesday, 12th May, 2026 after 5:00 p.m in the presence of two witnesses.
- (g) Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolution were derived from the report generated from the e-voting website of CDSL: <https://www.evotingindia.com> in respect of voting through e-voting.
- (h) 47 Members representing 9,971,853 equity shares have cast their votes through e-voting on the resolutions, out of which votes cast by 7 member representing 7,889,989 shares, being promoter and promoter group, have not been considered for resolution no. 2.

I now submit my consolidated report as under on the results of the voting through e-voting.





Item No. 1 as Ordinary Resolution: Appointment of Mr. Vivek Goenka (DIN : 00042285) as Director of the company.

	Voting through e-voting		Voting through Postal Ballot Form		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	38	9,970,220	NA	NA	38	9,970,220	99.9836
Voted against the resolution	9	1,633	NA	NA	9	1,633	0.0164
Total	47	9,971,853	NA	NA	47	9,971,853	100

Item No. 2 as Special Resolution: Appointment of Mr. Vivek Goenka (DIN : 00042285) as Whole Time Director designated as "Vice Chairman & Managing Director" of the Company, liable to retire by rotation, for a period of 3 years with effect from 1st April, 2026

	Voting through e-voting		Voting through Postal Ballot Form		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	31	2,080,231	NA	NA	31	2,080,231	99.9216
Voted against the resolution	9	1633	NA	NA	9	1633	0.0784


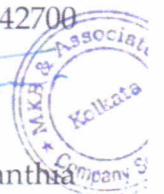




Total	40	2,081,864	NA	NA	40	2,081,864	100
Item No. 3 as Ordinary Resolution: Approve continuation of directorship of Mr. Vinay Kumar Goenka (DIN : 00043124) as Non-Executive Director of the Company designated as "Chairman" with effect from 1st April, 2026.							
	Voting through e-voting		Voting through Postal Ballot Form		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	38	9,970,220	NA	NA	38	9,970,220	99.9836
Voted against the resolution	9	1,633	NA	NA	9	1,633	0.0164
Total	47	9,971,853	NA	NA	47	9,971,853	100

In view of the above scrutiny, I hereby certify that the resolution Nos. 1 to 3 as aforesaid, as set out in notice dated 31st March, 2026 has been approved and passed by requisite majority.

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700

Raj Kumar Banthia
Partner

Membership no. 17190
COP no. 18428

Date: 13.05.2026

Place: Kolkata

UDIN: A017190H000347432