

MAPLE HOTELS & RESORTS LIMITED

THE MEETING OF EQUITY SHAREHOLDERS OF MAPLE HOTELS & RESORTS LIMITED HELD ON THURSDAY, JUNE 18, 2026 PURSUANT TO ORDER DATED APRIL 28, 2026 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH ("NCLT"), IN THE MATTER OF SCHEME OF AMALGAMATION OF WARREN TEA LIMITED WITH AND INTO MAPLE HOTELS & RESORTS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS. ("SCHEME") – RESULT OF VOTING

DATE OF THE MEETING : 18TH JUNE, 2026

START TIME OF THE MEETING : 12.30 PM

END TIME OF THE MEETING : 12.43 PM

NAME OF THE SCRUTINIZER : SHREYA CHOWDHARY

QUALIFICATION : ADVOCATE

MEMBERSHIP NO : WB/1495/2011

DATE ON WHICH APPOINTED : 28TH APRIL, 2026

SCRUTINIZER HAS BEEN APPOINTED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH VIDE ITS ORDER DATED 28TH APRIL, 2026

DATE OF ISSUANCE OF REPORT TO THE COMPANY : 19TH JUNE, 2026

RECORD DATE : 31ST DECEMBER, 2025

NUMBER OF RESOLUTION PASSED IN THE MEETING - 1

RESOLUTION : SPECIAL

DESCRIPTION OF THE RESOLUTION CONSIDERED : APPROVAL OF SCHEME OF AMALGAMATION OF WARREN TEA LIMITED & MAPLE HOTELS & RESORTS LIMITED

RESULT OF THE VOTING ON THE RESOLUTION AS STATED HEREUNDER :

DESCRIPTION	IN FAVOUR OF THE RESOLUTION	%	AGAINST THE RESOLUTION	%
APPROVAL OF SCHEME OF AMALGAMATION OF WARREN TEA LIMITED & MAPLE HOTELS & RESORTS LIMITED	13830243	100	-	-

The Resolution relating to the items of business as contained in the Notice of the Meeting of Equity Shareholders of Maple Hotels & Resorts Limited held on Thursday, June 18, 2026 pursuant to Order dated April 28, 2026 of the Hon'ble National Company Law Tribunal, Kolkata Bench ("NCLT"), in the matter of Scheme of Amalgamation of Warren Tea Limited with and into Maple Hotels & Resorts Limited and their respective shareholders and creditors. ("Scheme") has thus been duly passed.

MAPLE HOTELS & RESORTS LIMITED

Place : Kolkata
Date : 19th June, 2026

B.k. Parasmampua

Company Secretary
Company Secretary
Membership Number ACS 06038

SHREYA CHOUDHARY

Advocate

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High Court, Calcutta

Address

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

KOLKATA BENCH, KOLKATA

Company Application (CAA) No. 34/KB/ 2026

In the Matter of:

The Companies Act, 2013;

And

In the Matter of:

Sections 230 to 232 of the Companies Act, 2013;

And

In the Matter of: -

Companies (Compromises, Arrangements and
Amalgamations) Rules, 2016

And

In the Matter of: -

1. **WARREN TEA LIMITED**, a
company incorporated under the Companies
Act, 1956 and having its registered office at
Johar Building, P-1, Hide Lane, 8th Floor,
Bowbazar, Tiretta Bazar, Kolkata- 700073,
West Bengal, India, within the aforesaid
jurisdiction;
2. **MAPLE HOTELS & RESORTS
LIMITED**, a company incorporated under the
Companies Act, 1956 and having its registered
office at Johar Building, P-1, Hide Lane, 9th
Floor, Kolkata-700073, West Bengal, India,
within the aforesaid jurisdiction;

And

Shreya Choudhary
Scriber

SHREYA CHOUDHARY

Advocate

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In the matter of:

1. WARREN TEA LIMITED (Transferor Company)
2. MAPLE HOTELS & RESORTS LIMITED (Transferee Company)

..... APPLICANTS

Scrutinizer's Report

To,

Shri Mohan Ram Goenka

Chairperson appointed for the Meeting of the Equity Creditors of Warren Tea Limited and the Equity Shareholders and the Unsecured Creditors of Maple Hotels & Resorts Limited convened pursuant to Order of the National Company Law Tribunal, Kolkata Bench ("NCLT") dated 28th April, 2026 in the Company Application (CAA) No. 34/KB/2026 ("Order")

Subject: Consolidated Scrutinizer's Report on the results of the voting in the Meeting of the Equity Creditors of Warren Tea Limited and the Equity Shareholders and the Unsecured Creditors of Maple Hotels & Resorts Limited convened pursuant to Order of the NCLT dated 28th April, 2026 in the Company Application (CAA) No. 34/KB/2026 ("Order")

Respected Sir,

I, Shreya Choudhary, have been appointed by the Hon'ble National Company Law Tribunal, Kolkata Bench, vide its Order dated 28th April, 2026 in the Company Application (CAA) No. 34/KB/2026 ("Order"), to act as the Scrutinizer, for the purpose of scrutinizing the voting process of vote cast through remote e-voting or e-voting at the

Shreya Choudhary
Scrutinizer

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NCLT convened Meeting of the Equity Shareholders of Warren Tea Limited and the Equity Shareholders and the Unsecured Creditors of Maple Hotels & Resorts Limited convened on Thursday, 18th June, 2026, at 11:30 A.M., 12.30 P.M and 01.30 P.M., respectively, through Virtual mode, deemed to be held at the registered office at Johar Building, P-1, Hide Lane, 8th Floor, Bowbazar, Tiretta Bazar, Kolkata- 700073, West Bengal, India and Johar Building, P-1, Hide Lane, 9th Floor, Bowbazar, Tiretta Bazar, Kolkata- 700073, West Bengal, India, respectively, do hereby submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013, circulars and notifications issued by the Ministry of Corporate Affairs (MCA) relating to voting and the Rules made thereunder, and NCLT Order dated 28th April, 2026 in the Company Application (CAA) No. 34/KB/2026 ("Order") relating to voting by the Equity Shareholders of Warren Tea Limited and the Equity Shareholders and the Unsecured Creditors of Maple Hotels & Resorts Limited on the Resolution contained in the Notice dated 16.05.2026, are the responsibility of the management.
2. My responsibility as a Scrutinizer was restricted to scrutinize the voting process in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour or against the resolution stated in the Notice dated 16th May, 2026 based on the votes cast through remote e-voting and e-voting at the deemed venue of the NCLT convened Meeting of the Equity Shareholders of Warren Tea Limited and the Equity Shareholders and the Unsecured Creditors of Maple Hotels & Resorts Limited held on Thursday, 18th June, 2026.
3. That the Notice of the meeting along with the Explanatory Statement under Section 102 of the Companies Act, 2013, Scheme of Amalgamation and other documents, convening the NCLT Convened Meetings of the Companies were sent to all the Equity Shareholders of Warren Tea Limited and the Equity Shareholders and the Unsecured Creditors of Maple Hotels & Resorts Limited by post and email on 18th May, 2026. The Company has also given newspaper advertisement in "Business Standard" an English Daily and "Aajkaal" a Bengali Daily in Kolkata where the

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registered offices of the Companies are situated on 19th May, 2026. I have relied on the affidavit of service filed by the Applicant with the NCLT on 10.06.2026.

4. In terms of the said order of NCLT, the value of each Shareholder and Unsecured Creditor shall be reckoned as per the list of Shareholders and Unsecured Creditors dated 31st December, 2025.
5. The resolution as set out in the notice convening the meeting of the Equity Shareholder of the Applicant Companies is reproduce below:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Rules, thereunder, including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 issued by the Securities and Exchange Board of India ('SEBI') and any other Circulars/Guidelines issued by SEBI applicable to schemes of amalgamation from time to time, Section 2(1B) and other relevant provisions of the Income-tax Act, 1961 and the Rules thereunder, and all other provisions of applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association, and subject to the approval of the Hon'ble National Company Law Tribunal, Kolkata Bench (Tribunal'), and such other approvals as may be necessary or as may be directed by the Tribunal, the Scheme of Amalgamation of Warren Tea Limited and Maple Hotels & Resorts Limited and their respective shareholders and creditors ('Scheme') be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the

Board", which term shall be deemed to mean and include one or more Committee(s) constituted to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution),

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be and are hereby authorized to perform and execute and do all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as it may, in its absolute discretion deem necessary, proper or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto, and to effectively implement the amalgamation embodied in the Scheme and to make any modification(s) or amendment(s) to the Scheme at any time and for any reason whatsoever, and to accept such modification(s), amendment(s) or condition(s), if any, which may be required and/or imposed by the Tribunal while sanctioning the Scheme or by any authorities under law, and to waive any condition(s) of the Scheme, and also to settle any issue, question, difficulty or doubt that may arise in this regard, including passing such accounting entries or making adjustments in the books of accounts and deciding on transfer/vesting of assets and liabilities, as the Board in its absolute discretion may deem fit, proper or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent/approval of the Shareholders."

6. The resolution as set out in the notice convening the meeting of the Unsecured Creditors of the Transferee Company is reproduce below:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Rules, thereunder, including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 issued by the Securities and Exchange Board of India ('SEBI') and any other Circulars/Guidelines issued by SEBI applicable to schemes of amalgamation from time to time, Section 2(1B) and other relevant provisions of the Income-tax Act, 1961 and the Rules thereunder, and all other provisions of applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association, and subject to the approval of the Hon'ble National Company Law Tribunal, Kolkata Bench (Tribunal'), and such other approvals as may be necessary

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or as may be directed by the Tribunal, the Scheme of Amalgamation of Warren Tea Limited and Maple Hotels & Resorts Limited and their respective shareholders and creditors ('Scheme') be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to mean and include one or more Committee(s) constituted to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), be and are hereby authorized to perform and execute and do all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as it may, in its absolute discretion deem necessary, proper or expedient to give effect to this Resolution and for the matters connected therewith or incidental thereto, and to effectively implement the amalgamation embodied in the Scheme and to make any modification(s) or amendment(s) to the Scheme at any time and for any reason whatsoever, and to accept such modification(s), amendment(s) or condition(s), if any, which may be required and/or imposed by the Tribunal while sanctioning the Scheme or by any authorities under law, and to waive any condition(s) of the Scheme, and also to settle any issue, question, difficulty or doubt that may arise in this regard, including passing such accounting entries or making adjustments in the books of accounts and deciding on transfer/vesting of assets and liabilities, as the Board in its absolute discretion may deem fit, proper or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent/approval of the Unsecured Creditors."

7. Voting on the resolutions through remote e-voting commenced at 9.00A.M. on 15th June, 2026 and ended at 5.00PM on 17th June, 2026, when remote e-voting was blocked by CDSL.
8. Facility of e-voting was provided at the Meeting to those members and unsecured creditors who did not cast their votes by remote e-voting prior to the meeting. The e-voting portal was kept open for 15 minutes after the conclusion of each meeting.

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9. After conclusion of voting at the meeting, the votes cast through remote e- voting and e-voting at the meeting were unblocked the same day at 4:07 p.m. and 4:15p.m. in the presence of two witnesses, Dhiraj Kumar and Rajiv Kumar Ray , neither of whom are in the employment of the Company.

10. The summary of the result of the voting through remote e- voting or e-voting are stated as under for the resolutions mentioned above.

i. Votes cast by the Equity Shareholders of Warren Tea Limited:

	Remote e-voting		E-voting at the meeting		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total Number of members who voted	Total Number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	25	9957207	0	0	25	9957207	99.99991
Voted against the resolution	2	9	0	0	2	9	0.00009
Invalid votes	0	0	0	0	0	0	0

ii. Votes cast by the Equity Shareholders of Maple Hotels & Resorts Limited:

	Remote e-voting		E-voting at the meeting		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total Number of members who	Total Number of shares for which votes cast	Percentage of votes to total number of valid votes

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Scrutinizer

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Voted in favour of the resolution	6	13830243	0	0	6	13830243	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0

iii. Votes cast by the Unsecured Creditors of Maple Hotels & Resorts Limited:

	Remote e-voting		E-voting at the meeting		Consolidated voting results		
	Number of members who voted	Number of shares for which votes cast	Number of members who voted	Number of shares for which votes cast	Total Number of members who voted	Total Number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	243	96665205	0	0	243	96665205	100
Voted against the resolution	0	0	0	0	0	0	0
Invalid votes	0	0	0	0	0	0	0

11. I, therefore certify that the resolutions for approval of the Scheme, as stated above, has been approved and passed by the requisite majority of the members and unsecured creditors, respectively, pursuant to Section 230 (6) of the Companies Act, 2013.

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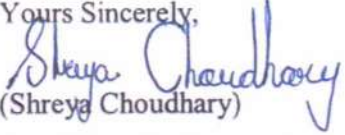
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12. The electronic data and all other relevant records relating to remote e-voting and e-voting at the meeting were handed over to the Company Secretary of the Companies for safe keeping.

13. The complete list of shareholders and creditors who voted in favour/ against the resolution for approval of the Scheme or whose votes were considered invalid, if any, has been provided to the Chairperson of the Meetings appointed by the Hon'ble Tribunal.

Thanking you,

Yours Sincerely,


(Shreya Choudhary)

Scrutinizer for the meetings of the Equity
Shareholders of Warren Tea Limited and the
Equity Shareholders and the Unsecured
Creditors of Maple Hotels & Resorts Limited

Dated: 19.06.2026

Place: Kolkata