

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the Members of **James Warren Tea Limited** will be held on Thursday, the 12th day of September, 2024 at 11:30 A.M. through Video Conferencing (VC) /Other Audio Visual Means (OAVM) to transact the following businesses:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2024 together with Reports of Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of **Mr. Anil Kumar Ruia (DIN: 00236660)**, retiring by rotation and being eligible, offered himself for re-appointment.

SPECIAL BUSINESS:

3. **APPOINTMENT OF MR. RAJEEV TAKRU (DIN: 00023796) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,152, 160, 161 and 197(5) read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajeev Takru (DIN: 00023796) be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years w.e.f. 23rd March, 2024 upto 22nd March,2029 and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to do all such acts and things as may be necessary and expedient to give effect to the aforesaid appointment, on behalf of the Company."

4. **RE-APPOINTMENT OF MR. SANDIP DAS (DIN: 07979791) AS A WHOLETIME DIRECTOR**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and/or any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder ('the Act'), Mr. Sandip Das (DIN: 07979791), be and is hereby re-appointed as a Whole-time Director of the Company (designated as Key Managerial Personnel), for a period of 1 (One) year with effect from 25th July, 2024 on such terms and conditions as detailed in the Explanatory Statement with the power to the Board to revise the remuneration and other terms within the limit prescribed under Section 197 read with Schedule V of the Act.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **RE-APPOINTMENT OF MR. RAGHAV LALL (DIN: 05121368) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE 2ND TERM OF 5 YEARS**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including

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any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Raghav Lal (DIN: 05121368) be and is hereby re-appointed as an Independent Director of the Company to hold office for a 2nd term of 5 (Five) consecutive years, w.e.f. 11th May, 2024 to 10th May, 2029 and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

6. RE-APPOINTMENT OF MR. MONOJIT DASGUPTA (DIN: 007749089) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE 2ND TERM OF 5 YEARS

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Monojit Dasgupta (DIN: 07749089) be and is hereby re-appointed as an Independent Director of the Company to hold office for a 2nd term of 5 (Five) consecutive years w.e.f. 10th August, 2024 till 9th August, 2029 and shall not be liable to retire by rotation.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

7. AUTHORITY TO INVEST, MAKE LOAN, GIVING GUARANTEE AND PROVIDING SECURITY U/S 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meeting of Board and its Power) Rules, 2014 (“the Rules”) as amended from time to time and all other applicable provisions, rules, regulations, notifications and circulars issued (including amendments or re-enactments thereof for the time being in force) subject to such other approvals, consents, permissions as may be necessary for making investment, giving loan or provide security or give guarantee, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for making investment under Section 186 of the Companies Act, 2013 (“the Act”) from time to time for acquiring securities of any kind of any Company / body corporate (including Companies in the same group, subsidiary/ associate company, joint ventures etc. whether listed or unlisted), investment in Mutual funds of any nature, portfolio investments or giving loan, providing security or guarantee to any Company or body corporate or other person or entity in India or abroad as may be considered appropriate for an amount not exceeding Rs. 200.00 Crores (Rupees Two Hundred Crores only) at any point of time notwithstanding that such investment and acquisition together with existing investments of the Company in all other companies/bodies corporate, loans or guarantees given or securities provided shall be in excess of the limits prescribed under Section 186 of the Act.

FURTHER RESOLVED THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and are hereby authorized to do all such act, deeds and things and to take all such steps as may be necessary or incidental thereto, including but not limited to delegation of all or any of the powers

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herein conferred to any Committee or any Director(s) of the Company or to settle any questions, difficulties or doubts that may arise in this connection, without being required to seek any further clarification, consent or approval of the members of the Company.”

8. AUTHORITY TO SELL / MORTGAGE / CREATE CHARGE ON THE PROPERTIES OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Shareholders be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to sell, lease, create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and/or any other assets or properties, either tangible or intangible, of the Company and/or the whole or part of any of the undertaking of the Company, and in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, together with power to take over the substantial assets/undertakings of the Company in certain events in favour of Banks/Financial Institutions/Non-banking Companies/ Companies/Body Corporates, other investing agencies to secure rupee/ foreign Currency loan(s) together with interest thereon, additional interest, Compound Interest, Liquidated damages, Commitments charges, premia on pre-payment, costs, charges, expenses and other monies outstanding/ payable by the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid.”

9. APPROVAL OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2024-25

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Explanatory Statement, be paid to M/s. Debobrata Banerjee & Associates, Cost Auditors (Firm Registration No. 102336) to conduct the audit of the cost records of the Company for the financial year 2024-25, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

For James Warren Tea Limited

Sd/-

Ayushi Mundhra
Company Secretary

Place: Kolkata
Date: August 08, 2024

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Notes:

1. **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT THE MATERIAL FACTS IN RESPECT OF THE BUSINESS UNDER ITEM NO. 3 TO 9 SET OUT IN THIS NOTICE AND THE DETAILS SPECIFIED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 ON GENERAL MEETING ISSUED BY THE COMPANY SECRETARIES OF INDIA, IS ANNEXED HERETO.**

2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2023 dated 25th September, 2023, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by SEBI (“the Circulars”), companies are allowed to hold AGM through video conference or other audio visual means (“VC/OAVM”) upto 30th September, 2024, without the physical presence of members at a common venue. Accordingly, the AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. Central Depository Services (India) Limited (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.

Hence, members can attend and participate in the AGM through VC/ OAVM only, the detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and available at the Company’s Website www.jameswarrentea.com.

In compliance with these circulars, provisions of the Act and Listing Regulations, the 15th AGM of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue.

The deemed venue for the AGM shall be the Registered Office of the Company.

3. Pursuant to the Companies Act, 2013, the documents related to aforesaid resolutions are open for inspection at the registered office of the Company during business hours till the conclusion of the ensuing AGM.
4. Since, the AGM is being conducted through VC/ OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
5. The Shareholders can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned herein below in the notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, i.e. on Friday, 9th August, 2024.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Members can raise questions during the meeting or in advance at sec@jwtl.in. The members are requested to write to the Company at least 3 days before the AGM, through email to sec@jwtl.in for proper response

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in the AGM. However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.

9. Corporate members intending to attend the meeting are requested to send to the Company pursuant to the provisions of Section 113 of the Act, a duly certified true copy of the Board Resolution/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

11. Note for Institutional Shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

12. In line with circulars issued by the MCA and said SEBI, the Annual Report including notice of the 15th AGM of the Company inter alia indicating the process and manner of e-Voting is being sent only by Email, to all the shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the shareholders and to all other persons so entitled.
13. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at sec@jwtl.in or to R&TA at mdpldc@yahoo.com.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
14. The details of the Directors retiring by rotation/ seeking appointment/re-appointment, as required in terms of applicable regulations of Listing Regulations and Secretarial Standard- 2 as issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this notice.
15. Investors who became members of the Company subsequent to the dispatch of the notice / e-mail and holds the shares as on the cut-off date i.e. Thursday, 5th September, 2024 are requested to send the email communication to the Company at sec@jwtl.in and to the R&TA at mdpldc@yahoo.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
16. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 5th September, 2024. A person who is not a member as on cut-off date should treat this notice for information purpose only.

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17. The shareholders shall have one vote per equity share held by them as on the cut-off date, i.e. Thursday, 5th September, 2024. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
18. Members holding shares in physical form are advised to file nominations SH-13 in respect of their shareholding in the Company, if not already registered and to submit the same to the R&TA. The nomination form may be downloaded from the Company's website: www.jameswarrentea.com.
19. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar and Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001, enclosing their share certificate to enable the Company to consolidate their holdings in one single folio.
20. Non-Resident Indian members are requested to inform R&TA / respective DPs, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
21. The Register of Members and Share Transfer Books will remain closed from Friday, 6th September, 2024 to Thursday, 12th September, 2024 (both days inclusive) for the purpose of this AGM.
22. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to sec@jwtl.in.
23. Members whose shareholding is in the electronic mode are requested to update their address & bank account details with their respective Depository Participant(s) and the members whose shareholding is in the physical mode are requested to update the same to R&TA.
24. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at santibrewalla@gmail.com with a copy mark to sec@jwtl.in and helpdesk.evoting@cdslindia.com on or before Wednesday, 11th September, 2024 upto 5.00 pm (IST) without which the vote shall not be treated as valid.
25. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said circulars, the Company is pleased to provide the facility of "e-Voting" to its shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-Voting are given herein below. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), who will provide the e-Voting facility of casting votes to a shareholder using remote e-Voting system (e-Voting from a place other than venue of the AGM) ("remote e-Voting") as well as e-Voting during the proceeding of the AGM ("e-Voting at the AGM").
26. In compliance with the MCA circulars and SEBI circulars, notice of the AGM along with the Annual Report 2023-24 are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the notice and Annual Report 2023-24 will also be available on the Company's website www.jameswarrentea.com, websites of the Stock Exchanges, i.e., BSE and CSE, respectively and also on the website of CDSL at www.evotingindia.com.

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27. The Company has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary (Membership No.: 3811; CP No.: 3982), as the Scrutinizer to scrutinize the remote e-Voting and the e-Voting at the AGM in a fair and transparent manner.
28. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of AGM of the Company.
29. Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-Voting, shall be allowed to vote through e-Voting system during the meeting and until 15 minutes after conclusion of the AGM.
30. The helpline number regarding any query/assistance for participation in the AGM through VC/OAVM is 1800-225-533.

31. Voting Through Electronic Means

(I) The instructions for shareholders voting electronically are as under:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting through electronic means will commence on Monday, the 9th September, 2024 at 09:00 A.M. (IST) and will end on Wednesday, 11th September, 2024 at 05:00 P.M. (IST). The members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting module shall be disabled by CDSL for voting thereafter. The shareholders as on the cut-off date, i.e Thursday, 5th September, 2024 may cast their vote.
- (ii) Shareholders who have already voted prior to the meeting date (by remote e-voting) shall not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No.: SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting

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facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi tab. 2) After successful login the Easi / Easiest, user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form.

- 1) Log on to the e-voting website www.evotingindia.com during the voting period.
- 2) Click on "Shareholders" tab.
- 3) After that enter your user ID;
For CDSL: 16 digits beneficiary ID;
For NSDL: 8 Character DP ID followed by 8 Digits Client ID; and
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the image verification as displayed and click Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (ix) Click on the EVSN for the relevant <JAMES WARREN TEA LIMITED> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at santibrewalla@gmail.com and to the Company at the email address sec@jwtil.in., if they have voted from individual tab and not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

NOTICE

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
3. Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through laptops / IPads for better experience.
5. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mdpldc@yahoo.com.
2. For Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP).
3. For Individual demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.
4. The Company/RTA shall co-ordinate with CDSL and would provide the login credentials to the above mentioned shareholders.

NOTICE

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Scrutinizer's Report and declaration of results

1. The Scrutinizer shall, after the conclusion of e-Voting at the AGM, first count the votes cast vide e-Voting at the AGM and thereafter shall, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 2 (two) working days of the conclusion of the AGM, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
2. The results declared along with the Scrutinizer's Report shall be placed on the Company's website sec@jwtil in and on the website of CDSL i.e. www.evotingindia.com The Company shall simultaneously forward the results to BSE Limited (BSE) and the Calcutta Stock Exchange Limited (CSE), where the shares of the Company are listed.

Other Information:

- In terms of the provisions of Regulation 40 of SEBI Listing Regulations and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) could not be processed since 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. In view of the same, shareholders are requested to take action to dematerialize the Equity Shares of the Company/ RTA, promptly.
- SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/ RTA.
- Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialized form and to the Company/ RTA in case the shares are held by them in physical form.
- Shareholders are requested to quote their Folio No. or DP ID – Client ID, as the case may be, in all correspondence with the Company or the RTA.
- Since the AGM will be held through Video Conferencing or Other Audio Visual Means, route map of venue of the AGM and admission slip is not attached to this Notice.

NOTICE

EXPLANATORY STATEMENT

Item No. 3

The Board at its meeting held on 23rd March, 2024 has appointed Mr. Rajeev Takru (DIN: 00023796) as an Additional Director (Independent Director) of the Company with immediate effect, pursuant to provisions of Section 149, 152, 160 and 161 of the Companies Act, 2013 and the Articles of Association of the Company.

As per provisions of the Act, he would hold office of Directors up to the date of the ensuing Annual General Meeting (AGM) unless appointed as a Director of the Company by the Shareholders. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Mr. Rajeev Takru for the office of an Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013. In accordance to the verification made by the Company and its Nomination & Remuneration Committee, the aforesaid Director is not debarred from holding of office as Director pursuant to any SEBI Order.

Pursuant to regulation 17(1)(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval as required has been obtained from the Shareholders by means of Postal Ballot within the prescribed time.

In the opinion of the Board, Mr. Rajeev Takru fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and he is independent of the management. A brief profile of Mr. Rajeev Takru including nature of his expertise and shareholding in the Company are annexed to the notice.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rajeev Takru an Independent Director, for approval by the shareholders of the Company to the office of Independent Directors for 5 years upto 22nd March, 2029 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. Further, he shall not be liable to retire by rotation.

Copy of the draft letter of appointment of Mr. Rajeev Takru as an Independent Director setting out the terms and conditions is available for inspection by members during working hours at the registered office of the Company.

Except Mr. Rajeev Takru, no other Director, Key Managerial Personnel or their relatives, is in any way, financially or otherwise interested or concerned in the resolution.

The Board recommends the Special Resolution set forth in Item no. 3 of the Notice, for the approval by the shareholders of the Company.

Item No. 4

The present terms of appointment of Mr. Sandip Das (DIN: 07979791) as a Whole-time Director would expire on 24th July, 2024. The Nomination and Remuneration Committee at its meeting held on 28th May, 2024 had recommended his re-appointment for a further period of 1 (one) year with effect from 25th July, 2024 and the same was approved by the Board of Directors at their meeting held on 29th May, 2024 subject to the approval of the shareholders at the ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the listed entity shall ensure the approval of the shareholders for the appointment/re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, your approval is sought for appointment of Mr. Sandip Das (DIN: 07979791) as a Whole-time Director of the Company with effect from 25th July, 2024 for period of 1 (one) year, i.e. up to 24th July, 2025.

NOTICE

The remuneration, perquisites payable to Mr. Das and other terms & conditions as recommended by the Nomination and Remuneration Committee, subject to provisions of section 197 and Schedule V of the Companies Act, 2013 are as follows:

- I. **Basic Salary:** Rs 64,000/-per month.
- II. **House Rent Allowance:** Rs. 32,000/- per month.
- III. **Special/Composite Allowance:** Rs 11,500/- per month with such revisions as may be determined by the Nomination & Remuneration Committee from time to time subject to overall ceiling laid down in the Companies Act.
- IV. **Reimbursement of Conveyance:** upto Rs. 40,000/- per month.
- V. **Perquisites, Amenities and Incentives :**
 - a. Medical Benefits:
 - Reimbursement of Medical Expenses –Rs 1,250 will be paid per month totaling to Rs. 15,000/- per annum.
 - Reimbursement of Medical Insurance – Rs. 20,000/-.
 - b. Leave Travel Allowance provided by the Company are available to the extent of one month's basic salary per year.
 - c. Telephone Expenses will also be reimbursed on actual basis upto Rs. 1,000/- per month. Personal long distance call will be billed upon the Director.
 - d. A Fixed Incentive of Rs 5,333/- will be paid per month equivalent to 1 month's basic salary per annum.
 - e. A Performance Incentive of upto 1 months' basic salary per annum may be awarded based on the performance.
 - f. **Retirement benefits :**
 - Contribution to Provident Fund as applicable to other employees.
 - Gratuity in accordance with the Gratuity Fund Rules, payable as per the Payment of Gratuity Act, 1972.
 - g. Other benefits, amenities and facilities as per Company's Rules.
 - h. Subject to overall ceiling on remuneration mentioned hereinabove, Mr. Sandip Das may be given any other allowances, benefits and perquisites as the Board may from time to time decide on recommendation of Nomination and Remuneration Committee.
 - i. Perquisites shall be evaluated as per the Income Tax Act, 1961 and Rules made thereunder wherever applicable, and in the absence of any such Rules, perquisites shall be evaluated at cost.
 - j. Either party is entitled to terminate the aforesaid appointment by giving 1 (one) months' notice in writing to other party. However, on mutual agreement the duration of the notice period may be reduced or waived.

In case of loss or inadequate profit, the aforesaid remuneration & perquisite shall be treated as minimum remuneration and any upward revision would be subject to the limit as provided in Schedule V of the Act.

Mr. Das holds the degree of post-graduation in MBA (Finance) & M. Com and is having a rich experience of over 22 years in the field of accounts and operations. He is associated with the Company since 2014 and has expertise in budgeting, cost control, developing and implementing operational control & operational management and Internal Audit modules development. He is also responsible for the overall financial control of the Company.

NOTICE

Mr. Das holds 3 (three) equity shares of the Company in his own name.

The Board felt that his continued association with the Company for managing the affairs of the Company would definitely contribute in the performance of the Company and accordingly proposed for his re-appointment.

Copy of letter of appointment setting out the terms of his re-appointment is available for inspection at the registered office by sending a request to the Company at sec@jwtl.in till the conclusion of the ensuing Annual General Meeting.

The Company has received notice in writing from a member of the Company under Section 160 of the Act proposing the candidature of Mr. Das for the office of Directors of the Company.

Except Mr. Das, none of the Directors or any Key Managerial Personnel or their relatives is in any way, financially or otherwise, directly or indirectly, concerned or interested in the aforesaid resolution.

The Board recommends the resolution as set forth in Item no. 4 of the accompanying Notice for the approval of the members of the Company.

Item No. 5

The Board of Directors, on recommendation of Nomination and Remuneration Committee in their respective meeting held on 23rd March, 2024, re-appointed Mr. Raghav Lall (DIN: 05121368), as an Independent Director of the Company for a further period of 5 (five) consecutive years with effect from 11th May, 2024 till 10th May, 2029, under Section 149, 150 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company subject to the approval of Members in the General Meeting by means of special resolution and any other approval as may be required from time to time.

Pursuant to regulation 17(1)(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval as required has been obtained from the Shareholders by means of Postal Ballot within the prescribed time.

The Company has received a declaration from Mr. Raghav Lall, confirming his eligibility for re-appointment as an Independent Director and has also furnished his consent in writing to continue to act as an Independent Director. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013. The Company has also received a declaration from him confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, under the Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that he do not have any interest and fiduciary relationship with any of the shareholders of the Company and do not have any interested positions in commercial contracts and financial affairs of the Company. In accordance to the verification made by the Company and its Nomination and Remuneration Committee, Mr. Raghav Lall is not debarred from holding of office as Director(s) pursuant to any SEBI order. Further, he shall not be liable to retire by rotation.

Copy of the draft Letter of re-appointment for Independent Director is available for inspection through electronic mode and the same is also displayed on the website of the Company at sec@jwtl.in.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Except Mr. Raghav Lall, none of the Directors of the Company or any Key Managerial Personnel or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested in the said resolution.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 5 of the accompanying Notice.

NOTICE

Item No. 6

The Board of Directors, on recommendation of Nomination and Remuneration Committee in their respective meeting held on 7th August, 2024, re-appointed Mr. Monojit Dasgupta (DIN: 07749089), as an Independent Director of the Company for a further period of 5 (five) consecutive years with effect from 10th August, 2024 till 9th August, 2029, under Section 149, 150 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company subject to the approval of members at the ensuing Annual General Meeting by means of special resolution and any other approval as may be required from time to time.

The Company has received a declaration from Mr. Monojit Dasgupta, confirming his eligibility for re-appointment as an Independent Director and has also furnished his consent in writing to continue to act as an Independent Director. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013. The Company has also received a declaration from him confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, under the Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that he do not have any interest and fiduciary relationship with any of the shareholders of the Company and do not have any interested positions in commercial contracts and financial affairs of the Company. In accordance to the verification made by the Company and its Nomination and Remuneration Committee, Mr. Monojit Dasgupta is not debarred from holding of office as Director(s) pursuant to any SEBI order. Further, he shall not be liable to retire by rotation.

Copy of the draft Letter of re-appointment for Independent Director is available for inspection through electronic mode and the same is also displayed on the website of the Company at sec@jwtil.in.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Except Mr. Monojit Dasgupta, none of the Directors of the Company or any Key Managerial Personnel or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested in the said resolution.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 6 of the accompanying Notice.

Item No. 7

As per the provisions of Section 186 of the Companies Act 2013, a Company can give any loan, guarantee or provide any security in connection with a loan to any other body corporate or person and acquire securities by way of subscription, purchase or otherwise to any person or body corporate to the extent of 60% paid up share capital, free reserve and securities premium or 100% of its free reserves and securities premium account, whichever is higher, and for giving any loan or providing guarantee and security in excess of limit specified above, the approval of the members of the company in General Meeting by way of Special resolution need to be obtained.

The Company may sometimes possess surplus money which may not be immediately required for business purposes and Company by deploying the same as loan or investment in shares may earn some money. The Board envisage that some time the idle fund as may be invested may go beyond the specified limit of the act. Hence, the Board thought it prudent to take prior approval from the shareholders for deployment of the fund in excess of the limits.

None of the Directors, Key Managerial Personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 7 of the accompanying Notice.

NOTICE

Item No. 8

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, a Company cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the members.

For creation of security through mortgage or pledge or hypothecation or otherwise or through combination for securing the limits as may be sanctioned by the lenders, for the loans to be sanctioned by any one or more Company's bankers and/or by any one or more persons, firms, bodies corporate, or financial institutions or banks, the Company would be required to secure all or any of the movable or immovable properties of the Company present and future.

Sale of undertaking(s) and creation of security on the assets may tantamount to sale or disposal of an undertaking of the Company. It is, therefore, proposed to seek members' approval for creating charge/mortgage/hypothecation etc., on the assets of the Company (both present and future) in favour of the Bank(s)/ Financial Institution(s)/ all other lenders.

None of the Directors, Key Managerial Personnel and their relatives are in any way financially or otherwise deemed to be concerned or interested in the above resolution.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in Item No. 8 of the accompanying Notice.

Item No. 9

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Debobrata Banerjee & Associates, the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025 at remuneration of Rs. 48,000/- per annum as their audit fees plus taxes, if any and re-imbursment of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the Company in the General Meeting.

None of the Directors of the Company or any Key Managerial Personnel or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested in the said resolution.

Accordingly, consent of the Members is sought for passing the Resolution as set out in Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2024-25.

By Order of the Board of Directors
For **James Warren Tea Limited**

Sd/-

Ayushi Mundhra
Company Secretary

Place: Kolkata
Date: August 08, 2024

NOTICE

ANNEXURE TO NOTICE OF AGM

- A. **Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting**
[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Sl. No.	Name of the Director	Mr. Anil Kumar Ruia	Mr. Rajeev Takru	Mr. Sandip Das	Mr. Raghav Lall	Mr. Monojit Dasgupta
1.	DIN	00236660	00023796	07979791	05121368	07749089
2.	Date of Birth and Age	17.12.1955 69 years	05.05.1955 69 years	03.01.1975 49 years	31.10.1954 70 years	17.04.1955 69 years
3.	Nationality	British	Indian	Indian	Indian	Indian
4.	Date of appointment on Board	24.09.2012	23.03.2024	25.07.2020	11.05.2019	10.08.2019
5.	Terms & Condition of appointment/ re-appointment	As provided in the notice	As provided in the notice	As provided in the notice	As provided in the notice	As provided in the notice
6.	Remuneration proposed	N.A.	N.A.	As provided in the notice	N.A.	N.A.
7.	Remuneration last drawn (₹ in Lakhs)	N.A.	N.A.	₹ 15.21 Lakhs-As per March, 2024	N.A.	N.A.
8.	No. of shares held in the Company	NIL	NIL	3	NIL	NIL
9.	Qualification & Expertise in specific functional area	Mr. Ruia holds law degree from King's College, London and is also a Chartered Accountant and has received an Honorary Doctorate from the University of Manchester. His business activities involve importation, distribution and conversion of textiles products and have his expertise in Specific Functional Areas of Administration and General Corporate Affairs. He is also involved in philanthropic, social and charitable activities for social cause.	Mr. Takru is a B.A. (Hons.) Graduate from Hindu College, Delhi University. He has more than 4 decades of experience in operations of Tea Estate Management and has in-depth exposure in other administrative functions and human resource development. He is currently associated with Carbon Resources Pvt Ltd and is heading the Human Resource Department. Mr. Takru has held various senior positions in Tea Companies like Mcleod Russel India Ltd and Apeejay Tea Ltd.	Mr. Das holds the degree of post-graduation in MBA (Finance) & M. Com and is having a rich experience of over 22 years in the field of accounts and operations. He is associated with our Company since 2014 and has expertise in budgeting, cost control, developing and implementing operational control & operational management and Internal Audit modules development. He is also responsible for into the overall financial control of the Company.	Mr. Lall holds Bachelor degree in History and has completed his MBA from Faculty of Management Studies, Delhi University. Mr. Lall has great work experience and expertise in the Tea Industry. Mr. Lall joined the Tea industry in 1976 and retired as the Managing Director of a broking firm in March, 2019. He has also worked Overseas in Dubai with a large retail organization where he was heading the Human Resource Department as well as was looking after the Logistics	Mr. Dasgupta holds the degree of post-graduation in Economics. He has more than 4 decades of experience and exposure in the Tea Industry. He had served the Indian Tea Association where he headed as the Secretary General & CEO for 11 years. He has also served in several Boards and Committees like Tea Board of India, Bengal Chamber of Commerce & Industry, Bureau of Indian Standards, etc. Mr. Dasgupta had been a part of several trade delegations within India and overseas.

NOTICE

Sl. No.	Name of the Director	Mr. Anil Kumar Ruia	Mr. Rajeev Takru	Mr. Sandip Das	Mr. Raghav Lall	Mr. Monojit Dasgupta
			He is also associated with a leading Health Institution and has served as a member of the Governing Body of The Assam Valley School for over 10 years.		and Warehousing. Currently, Mr. Lall is working as a consultant and is advising on quality control and marketing to various Tea Companies.	He is currently serving as a Senior Advisor to the Federation of All India Tea Traders Association (FAITTA), where he is largely advising on Food Safety Regulations and Standards.
10.	No. of Board Meetings Attended during the F.Y. 2023-24	4	NIL	6	6	5
11.	List of other listed Companies in which Directorships held as on 31 st March, 2024	NIL	NIL	NIL	NIL	1. Goodricke Group Limited
12.	List of other Companies in which Directorships held as on 31 st March, 2024	<ol style="list-style-type: none"> 1. Ashdene Investments Limited 2. Isis Enterprises Limited 3. Maygrove Investments Limited 	<ol style="list-style-type: none"> 1. Woodlands Multispeciality Hospital Limited 	<ol style="list-style-type: none"> 1. KR Plywood Works Private Limited 2. JW Properties Private Limited 3. JWR Properties Private Limited 4. JW Trading Private Limited 5. Spark Commercial 6. AKR Properties Pvt Ltd. 7. Maulshree Design Co. Private Limited 	NIL	<ol style="list-style-type: none"> 1. Stewart Holl (India) Limited
13.	Chairman/Member of the Committee of the Board of other listed Companies in which he/she is a Director as on 31 st March, 2024	NIL	NIL	NIL	NIL	NIL
14.	Listed entities from which the Director has resigned in the past three years	NIL	NIL	NIL	NIL	NIL
15.	Disclosure of relationship between Directors, Managers and Key Managerial Personnel inter-se	NIL	NIL	NIL	NIL	NIL