



## James Warren Tea Limited

CIN: L15491AS2009PLC009345

12 Pretoria Street, Kolkata 700071 Telephone: 91-33-40341000 Tele fax: 91-33-40341015

Email: investors@jameswarrentea.com Website: www.jameswarrentea.com

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### NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014

Dear Shareholder(s),

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company is seeking consent of its Members by passing resolutions through Postal Ballot in respect of the following Special business:-

The draft Special Resolution, pursuant to Section 180(1)(a) of the Companies Act, 2013 along with the Explanatory Statement under Section 102(1) of the Act and a Postal Ballot Form are enclosed for your consideration. The Company has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary, as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Notice and the attached Postal Ballot Form and return the Form duly completed in the accompanying self addressed, prepaid postage envelope (if posted in India), so as to reach the Scrutinizer on or before the close of working hours on 23rd day of September, 2015. The Ballot Forms received after the said date will be treated as not received.

We are pleased to offer e-voting facility also as an alternate for our members which would enable you to cast your votes electronically, instead of physical postal ballot form. Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit his Report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be declared on 26th day of September 2015 at 1.00 P.M. at the Corporate Office of the Company. The shareholders who wish to present at the time of declaration of result may present at the Corporate Office of the Company at 12, Pretoria Street, Kolkata-700 071 at the time of declaration of result.

The date of declaration of result shall be deemed to be the date of passing the aforesaid Resolution.

#### **RESOLUTION No.1 : Creation of Charge/Mortgage on Company's properties.**

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

**"RESOLVED THAT** in supersession of all the earlier resolution passed by the members of the Company under section 293(1)(a) of the Companies Act, 1956 and pursuant to Section 180 (1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Company 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 thereof) to sell, lease, mortgage and/or create charge (initial and/or any subsequent charges), in addition to the existing mortgages and/or charges created by the Company, on all or any of the movable and /or immovable, tangible and/or intangible properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may 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 banker(s), lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued /to be issued by the Company, from time to time, subject to the limits as may approved by the shareholders of the Company from time to time under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on pre payment, remuneration of agent(s)/ trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/to be entered into between the Company and the lender(s)/agent(s)/trustees, in respect of the said loans/borrowings/debentures, etc. and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the banker(s), lender(s)/ agent(s)/trustee(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee thereof be 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, including the power to sub-delegate the authority, 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.”

**Registered Office :**

Dhoedaam Tea Estate  
P.O: Borahapjan, District : Tinsukia  
Assam - 786150

By Order of the Board  
For **JAMES WARREN TEA LIMITED**

**Vikram Saraogi**  
Company Secretary

Date : July 8, 2015

**Notes :**

1. Explanatory Statement setting out all the material facts concerning the proposed business and reasons thereof pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are annexed to this Notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 & Rule 20 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), assent or dissent of the members in respect of the Special Resolution contained in the Postal Ballot Notice are sought by postal ballot or through electronic voting. If a Shareholder has voted through e-voting facility, he is not required to send Postal Ballot Form. However, in case a member votes through e-voting facility as well as sends his Postal Ballot Form, the votes casted through e-voting shall be considered and his/her votes casted through Postal Ballot shall be ignored by the Scrutinizer.
3. The Company has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process (including e-voting) in a fair and transparent manner.
4. The Company has appointed Mr. Vikram Saraogi, Company Secretary of the Company as the person responsible for the entire postal ballot voting process.
5. A member desiring to exercise vote by e-voting / physical Postal Ballot Form is requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
6. The Shareholders opting to vote through physical mode i.e. by sending duly filled up Postal Ballot Form are requested to send the postal ballot to the Scrutinizer so as to reach not later than 5.00 p.m. on 23rd September, 2015. Any Postal Ballot Form received after the aforesaid date & time shall be treated as invalid and shall be ignored.
7. The voting through e-voting facility and through Postal Ballot Form shall commence from 10.00 a.m. on 25th August, 2015 and shall end at 5.00p.m. on 23rd September, 2015. Therefore, the Shareholders are requested to cast their votes within the aforesaid period.
8. On 26th September, 2015 the Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the result of the postal ballot process (including e-voting) will be announced by Mr. Akhil Kumar Ruia, Director of the Company, or in his absence by any other person so authorized by him, at 1.00 p.m. at the Corporate office of the Company at 12, Pretoria Street, Kolkata - 700 071. The members, who wish to be present at the time of declaration of the results, may do so at the said venue.
9. The date of declaration of postal ballot result will be reckoned to be the date of passing of the aforesaid Resolution, if the result of the Postal Ballot indicates that the requisite majority of the shareholders have assented to the resolution.
10. The result of the Postal Ballot along with the scrutinizer’s report will be placed on the website of the Company at [www.jameswarrentea.com](http://www.jameswarrentea.com) and CDSL at [www.cdslindia.com](http://www.cdslindia.com).
11. A copy of the document referred to in the accompanying Explanatory Statement is open for inspection in physical or in electronic form at the Registered Office and the Corporate Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday & Sunday till the last date for receiving Postal Ballot Forms by the Scrutinizer i.e. 23rd September, 2015.
12. **PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT**
  - (i) Members desiring to cast their vote by Postal Ballot should complete and sign the Postal Ballot Form and send it to the Scrutinizer, Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary (Certificate of Practice Number : 3982) at the Company’s Corporate Office at 12, Pretoria Street, Kolkata 700 071 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
  - (ii) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
  - (iii) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
  - (iv) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.

- (v) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e. by 5.00 p.m. on 23rd September, 2015 at the Corporate Office of the Company. Postal Ballot Forms received after this date will be considered invalid.
- (vi) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- (vii) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to M/s. Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, Kolkata - 700 001 Phone : (033) 2243-5029 / 5809, 2248-2248, Fax: (033) 2248-4787, Email: mdpl@cal.vsnl.net.in or to the e-mail id investors@jameswarrentea.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than 5.00 p.m on 23rd September, 2015.
- (viii) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

**13. VOTING THROUGH ELECTRONIC MEANS**

- I. The E-Voting facility as is provided to the members to exercise their right to vote for the resolution proposed to be passed through Postal Ballot vide electronic means may be done through E-voting Services provided by Central Depository Services (India) Limited (CDSL). However, the E-voting is optional for the members.
- II. The instructions for shareholders voting electronically are as under :
  - (i) The voting period begins on 25th August, 2015 at 10.00 A.M. and ends on 23rd September, 2015 at 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (iii) Click on "Shareholders" tab.
  - (iv) Now Enter your User ID
    - a. For CDSL : 16 digits beneficiary ID,
    - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below :

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as Physical Shareholders). *Members who have not updated their PAN with the company / Depository participant are requested to use the sequence number provided at the attendance slip enclosed herewith in the PAN field.
DOB#	Enter the Date of Birth (DOB) as recorded in your demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to Login. If the details are not recorded with the depository or Company please enter the member ID/folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant “James Warren Tea Limited” on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians 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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact us on toll free number 18002005533
14. 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 [investors@jameswarrentea.com](mailto:investors@jameswarrentea.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before, 23rd September, 2015, upto 5.00 P.M. without which the vote shall not be treated as valid.
15. 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 of 14th August, 2015.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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. 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.

Creation of security on the assets and divestment 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) including sale of undertakings in favour of the Bank(s)/ Financial Institution(s)/ other lenders.

The Board recommends the resolution for the approval of the members by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives is in any way financially or otherwise deemed to be concerned or interested in the above resolution. The aforesaid resolution does not relate to or affect any other Company.

**Registered Office :**  
Dhoedaam Tea Estate  
P.O: Borahapjan, District : Tinsukia  
Assam - 786150

By Order of the Board  
For **JAMES WARREN TEA LIMITED**

Date : July 8, 2015

**Vikram Saraogi**  
Company Secretary