



JAMES WARREN TEA LIMITED

CIN: L15491AS2009PLC009345

Regd. Office: Dhoedaam Tea Estate, P.O. Borahapjan, Tinsukia, Assam-787150

Corporate Office: Aspirations Vintage, 12 Pretoria Street, Kolkata - 700 071

Tel. No.: 033 4034 1000, **Fax:** 033 4034 1015

E-mail: sec@jwtl.in; **Website:** www.jameswarrentea.com

POSTAL BALLOT NOTICE

**(Pursuant to Section 110 of the Companies Act, 2013
read with the Companies (Management & Administration) Rules, 2014)**

Dear Members,

Notice is hereby given pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013 (“**Act**” or “**Companies Act**”), read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, (“**General Circulars**”) issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the Company (as on the Cut-off Date) (“**Members**”), through postal ballot (the “**Postal Ballot**”) only by way of remote e-voting (“**e-voting**”) process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof form part of this Postal Ballot notice (the “**Postal Ballot Notice**”).

Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with Maheshwari Datamatics Pvt. Ltd, the Company’s Registrar and Share Transfer Agent / Depository Participant(s) and the hard copy of Postal Ballot Notice and other documents will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matter set out in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). The e-voting period commences on Thursday, January 04, 2024 at 9.00 A.M. and ends on Friday, February 02, 2024 at 5.00 P.M. E-Voting module will be blocked by CDSL after 5:00 P.M. on Friday, February 02, 2024 and voting shall not be allowed beyond the said date and time. Please read carefully and follow the instructions as printed in this Notice for e-voting purpose.

The Board of Directors of the Company at its meeting held on Tuesday, December 26, 2023 has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary, (Membership No. FCS 3811, C.P No. 3982), as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by CDSL. The results of the Postal Ballot/E-voting shall be announced by the Chairman of the Company or in his absence, any person authorized by him, within 2 (two) working days from the last date of e- voting.

The results of the Postal Ballot/E-voting along with the Scrutinizer's Report will be posted on Friday, February 02, 2024 on the Company's website at www.jameswarrentea.com, and CDSL website at www.evotingindia.com besides communicating to the BSE Limited (BSE) and The Calcutta Stock Exchange Ltd. (CSE), where the shares of the Company are listed.

The last date of the e-voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

**By the Order of the Board
For James Warren Tea Limited**
Sd/-
Ayushi Mundhra
Company Secretary

Place: Kolkata
Date: December 26, 2023

SPECIAL BUSINESS

PROPOSED RESOLUTION NO. 1: SHIFTING OF REGISTERED OFFICE OUTSIDE THE LOCAL LIMITS:

*To consider and, if thought fit to pass the following resolution as a **Special Resolution** -*

“RESOLVED THAT pursuant to provisions of Section 12 of the Companies Act, 2013 and Rules made there under and any other applicable provisions of the Act, the Registered Office of the Company be and is hereby shifted from **‘Dhoedaam Tea Estate, P.O. Borahapjan, Tinsukia, Assam-786150’** to **‘Bordoloi Nagar, By Lane-6, Sector-2, Tinsukia, Assam-786125’** w.e.f. 5th February, 2024.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps in order to facilitate the legal and/ or procedural formalities and to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary for such purpose and to settle any questions, difficulties or doubts that may arise in this regard and to delegate its authority to make representation as may be necessary or desirable in order to give effect to shifting of registered office.”

By the Order of the Board
For **James Warren Tea Limited**
Sd/-
Ayushi Mundhra
Company Secretary

Place: Kolkata
Date: December 26, 2023

NOTES:

1. Explanatory Statement setting out all the material facts concerning the proposed business and reasons thereof pursuant to Section 102 and 110 of the Companies Act, 2013 are annexed to this Notice.
2. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if it has been passed at a general meeting by the Members on February 02, 2024.
3. As per Section 110 of the Act read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Postal Ballot Notice will be sent to all the Members of the Company in electronic mode whose names appear on the Register of Members of the Company or of the Beneficial owners maintained by the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on December 29, 2023.
4. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot notice.
5. In accordance with the provisions of the MCA Circular, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
6. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on December 29, 2023 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by e-voting.

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 and linking PAN with Aadhar by March 31, 2022 vide its circular dated November 3, 2021 ,December 14, 2021 Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars Maheshwari Datamatics Pvt. Ltd at mdpldc@yahoo.com. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). Further, vide circular dated March 16, 2023 in case a holder of physical securities fails to furnish these details or link their PAN with Aadhar before 1st October, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

7. Shareholders may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition etc. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website www.jameswarrentea.com.
8. The Company has appointed Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary (Membership No. FCS. 3811, C.P No 3982) as the Scrutinizer for conducting the postal ballot process (including e-voting) in a fair and transparent manner.
9. The Company has designated Mrs. Ayushi Mundhra, Company Secretary of the Company as the person responsible for the entire voting process.

10. A member desiring to exercise vote by e-voting is requested to carefully read the instructions in this notice before exercising their vote.
11. The voting through e-voting facility shall commence from 9.00 a.m. on Thursday, January 04, 2024 and shall end at 5.00 p.m. on Friday, February 02, 2024. Therefore, the Shareholders are requested to cast their votes within the aforesaid period.
12. The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by CDSL. The results of the Postal Ballot/E-voting shall be announced by the Chairman of the Company or in his absence, any person authorized by him, within 2 (two) working days from the last date of e- voting.
13. 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 and CDSL at www.cdslindia.com immediately after the result is declared. The Company shall simultaneously forward results to BSE Limited and The Calcutta Stock Exchange Ltd (CSE), where the shares of the Company are listed.
14. All the material documents referred to in the accompanying Explanatory Statement is open for inspection in electronic or physical form at the Registered Office and also at the Corporate Office of the Company at Aspirations Vintage, 12, Pretoria Street, Kolkata – 700071 between 10.00 a.m. to 12.00 noon on any working day excluding Saturday & Sunday till the last date for e-voting i.e., Friday, February 02, 2024.
15. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot i.e. voting by electronic means are as under:-

Mrs. Ayushi Mundhra, Company Secretary, James Warren Tea Limited, Aspirations Vintage, 12 Pretoria Street, Kolkata - 700 071; Tel. No.: 033 4034 1000; Fax: 033 4034 1015, email: sec@jwtl.in; or Mr. Ravi Kumar Bahl, Compliance Officer, Registrar & Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd, 23, R.N. Mukherjee Road 5th Floor, Kolkata 700001, Tel: 033 2243 5029/5809; Email: mdpldc@yahoo.com.

16. Voting Through Electronic Means

I. The instructions for shareholders voting electronically are as under:

- (i) The voting through electronic means will commence on 9.00 a.m. on Thursday, January 04, 2024 and shall end at 5.00 p.m. on Friday, February 02, 2024 (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 December 29, 2023 may cast their vote.

- (ii) 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.

- (iii) In terms of SEBI Circulars no. 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 facility.

Pursuant to 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. 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 click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an 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 evoting is in progress and also able to directly access the system of all e-voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>

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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43 or contact at toll free no. 1800 22 55 33.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(iv) **Login method for remote e-voting for Physical shareholders and 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 as mentioned in instruction (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <JAMES WARREN TEA LIMITED> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.

II. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (i) 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 Company at sec@jwtl.in or to R&TA at mdpldc@yahoo.com.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

III. Additional Facility for Non – Individual Shareholders and Custodians

- (i) 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.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (iii) 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.
- (iv) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (v) 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.
- (vi) Alternatively Non-Individual shareholders are required 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 and to the Company at the email address viz; sec@jwtl.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

17. 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 helpdesk.evoting@cdslindia.com on or before February 02, 2024 upto 5.00 p.m. without which the vote shall not be treated as valid.

18. PROCESS FOR REGISTRATION OF E-MAIL ID WITH THE COMPANY/RTA/DEPOSITORIES.

Members holding shares in physical mode – Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to approach Maheshwari Datamatics Private Limited, Registrar & Share Transfer Agent of the Company by either sending an email request at mdpldc@yahoo.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate and update their respective email address by uploading the requisite documents thereat.

Members holding shares in dematerialized mode who have not registered their e-mail address with their Depository Participants (s) are requested to register/update their e-mail address with the Depository Participant(s). If you have any queries or issues regarding e-voting from the e-voting System, you can write an email to mdpldc@yahoo.com. or contact at 033- 2243 5029/5809

EXPLANATORY STATEMENT TO SPECIAL BUSINESS

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

For administrative convenience, the Board thought it desirable to shift the registered office of the Company from present to 'Bordoloi Nagar, By Lane-6, Sector-2, Tinsukia, Assam-786125', which is within the State of Assam. The shifting at Tinsukia will have better administration and easy connectivity leading to synergy in operations. This will also enable the Company to carry on its business more efficiently.

As per the Companies Act, 2013, shifting of Registered Office of the Company outside the local limits but within the State of Assam requires the approval of the shareholders by means of Special Resolution and on approval, the Registered Office of the Company will be shifted w.e.f. 5th February, 2024.

The resolution is proposed to be passed as a Special Resolution.

Accordingly, your Directors seek your approval for shifting the Registered Office of the Company.

Except Mrs. Shanti Kaur, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the aforesaid Resolutions.