



James Warren Tea Limited

CIN : L15491AS2009PLC009345

12, Pretoria Street, Kolkata 700 071, Telephone : 91-33-4034 1000, Telefax : 91-33-4034 1015

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

Date: 31.12.2021

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code : 538564	The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata –700 001. Scrip Code : 020263
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Subject: Voting Result & Scrutinizer Report of Postal Ballot (e-voting)

Dear Sir/Madam,

With reference to our letter dated 30th November, 2021, we would like to update that the approval of shareholders of the Company by way of special resolution was sought for following:

- i. Buy-Back upto 8,42,717 equity shares of the face value of Rs. 10/- each fully paid up of the Company at a price of Rs. 295/- per share through Tender Offer Method**

In terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, please find enclosed the proceeding & results of Postal Ballot (e-voting) as **Annexure-A**, along with the report of the scrutinizer appointed by the Company for conducting the Postal Ballot as **Annexure-B**.

The same will also be uploaded on the website of the Company at www.jameswarrentea.com and CDSL at www.cdslindia.com. The aforesaid resolutions have been **passed by majority** by the Members through Postal Ballot.

You are requested to take the above information on record

Thanking You,

Yours faithfully,

For James Warren Tea Ltd

Ayushi Mundhra
Ayushi Mundhra
Company Secretary



Encl: As above



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SUMMARY OF THE PROCEEDINGS RELATING TO RESULTS DECLARED ON 31ST DECEMBER, 2021 FOR THE VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, ON THE SPECIAL RESOLUTION DEEMED TO BE PASSED ON 30TH DECEMBER, 2021 BY THE SHAREHOLDERS OF JAMES WARREN TEA LIMITED

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), also read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs (hereinafter referred to as the "MCA Circulars"), the approval of shareholders was sought by postal ballot as per details furnished in the Postal Ballot Notice dated November 29, 2021 sent to all shareholders, on the proposal for passing Special Resolutions to approve 'Buy-Back upto 8,42,717 equity shares of the face value of Rs. 10/- each fully paid up of the Company at a price of Rs. 295/- per share through Tender Offer Method' by way of postal ballot by voting through electronic means only ("remote e-voting"). The Company had also given a public notice in Business Standard (English & Hindi) and in Dainadin Barta (Assamese) on 1st December, 2021 intimating about the completion of dispatch of Postal Ballot Notice to the shareholders and also posted the same on the Company's website.

Due to difficulty in dispatch of the Notice along with the explanatory statement and postal ballot form by post or courier, on account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars, the Company had sent the Notice in electronic mode.

The remote e-voting commenced from Wednesday, 1st December, 2021 (9:00 A.M.) and ended on Thursday, 30th December, 2021 (5:00 P.M.).

Mr. Santosh Kumar Tibrewalla, a Practicing Company Secretary who was appointed by the Board of Directors at its meeting held on 29th November, 2021 as the scrutinizer for conducting postal ballot process in a fair and transparent manner, submitted his report on the outcome of postal ballot.

Thereafter, on the basis of the report of the Scrutinizer, Mr. Sandip Das, Whole time Director of the Company declared the results on 31st December, 2021 at 12:30 P.M. on the following resolution as set out in the Postal Ballot notice and informed that the results would be placed on the website of the Company at www.jameswarrentea.com and would also be intimated to Stock Exchanges and the depositories along with Scrutinizer's Report.





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Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding postal ballot are as follows:

RESOLUTION NO.1:

APPROVAL FOR BUY-BACK UPTO 8,42,717 EQUITY SHARES OF THE FACE VALUE OF RS. 10/- EACH FULLY PAID UP OF THE COMPANY AT A PRICE OF RS. 295/- PER SHARE THROUGH TENDER OFFER METHOD

(As a Special Resolution)

The Scrutinizer in his Report (e-voting) reported the voting on the resolution as follows:

VOTING RESULTS POSTAL BALLOT NOTICE DATED 29TH NOVEMBER, 2021 OF JAMES WARREN TEA LIMITED

General information about company	
BSE Scrip Code	538564
CSE Code	20263
ISIN	INE718P01017
Name of the company	JAMES WARREN TEA LIMITED
Type of meeting	Postal Ballot
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	Date of declaration of results: 31 st December, 2021 Deemed dated of passing of resolution: 30 th December, 2021
Start time of the meeting	Not Applicable
End time of the meeting	Not Applicable

Scrutinizer Details	
Name of the Scrutinizer	Mr. Santosh Kumar Tibrewalla
Firms Name	Mr. Santosh Kumar Tibrewalla
Qualification	Practicing Company Secretary
Membership Number	3811
Date of Board Meeting in which appointed	29 th November, 2021
Date of Issuance of Report to the Company	31 st December, 2021

Voting results	
Record date	26 th November, 2021
Total number of shareholders on record date	8,398
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	NA
b) Public	NA
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	NA





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b) Public				NA				
No. of resolution passed in the meeting				1 (one)				
Disclosure of notes on voting results				N.A.				
Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes to the extent of their holding				
Description of resolution considered				Approval for Buy-Back upto 8,42,717 Equity Shares of the face value of Rs. 10/- each fully paid up of the Company at a price of Rs. 295/- per share through tender offer method				
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	37,51,139	37,51,139	100%	37,51,139	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		37,51,139	37,51,139	100%	37,51,139	-	100%
Public-Institutions	E-Voting	257	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		257	-	-	-	-	-
Public-Non Institutions	E-Voting	14,91,321	1787	0.12	1775	12	99.33	0.67
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		14,91,321	1787	0.12	1775	12	99.33
Total		52,42,717	37,52,926	71.58	3752914	12	100.00	-
Whether resolution is Passed or Not.			Yes					
Disclosure of notes on resolution			N.A.					





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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	NIL
Public Institutions	NIL
Public - Non Institutions	NIL

Based on the aforesaid report, Mr. Sandip Das, Whole time Director announced the result on Resolution No.1 as declared **by majority**.

As per Secretarial Standard II the aforesaid resolutions are deemed to be passed on 30th December, 2021 being the last date of the postal ballot remote e-voting.

For James Warren Tea Limited

Ayushi Mundhra

Ayushi Mundhra

Company Secretary & Compliance Officer



Date: 31.12.2021

Place: Kolkata

SANTOSH KUMAR TIBREWALLA
B.Com.(Hons.) LL.B., FCS
Practising Company Secretary

5A, N. C. Dutta Sarani,
3rd Floor, Kolkata - 700 001
Phone: (033) 2262-8200/ 4005-4842
e-mail: santibrewalla@rediffmail.com

Scrutinizer's Report

[Pursuant to Section 108/110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and 2016]

31.12.2021

The Chairman,

M/s. James Warren Tea Limited

Aspirations Vintage,

12, Pretoria Street,

Kolkata – 700 071.

Dear Sir,

Reg: Scrutinizer's Report on Postal Ballot.

I, Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed by the Board of Directors of **M/s. James Warren Tea Limited** (the Company) at its meeting held on **29th November, 2021** as a Scrutinizer as per the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration): Amendment Rules, 2015 and 2016 for the purpose of scrutinizing the process of postal ballot (remote e-voting only) by the Equity Shareholders of the Company and ascertaining the requisite majority on voting carried out on the resolutions contained in the notice of the Postal Ballot of the members of the Company.

In terms of the Circular No. 14/2020 dated April 8, 2020, Circular No. 17 /2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs (hereinafter referred to as the "MCA Circulars"), the Company had sent the postal ballot notice in electronic form only. The hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelopes were not sent to the members for the postal ballot in accordance with the exemption provided under the MCA Circulars.

Accordingly, members had communicated their assent or dissent through the remote e-voting system only. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company had made arrangement for registration of email addresses in terms of the MCA Circulars. The Notice had also been placed on website of the Company at www.jameswarrentea.com and e-voting website at www.cdslindia.com and was also available on the website of Stock Exchange at www.bseindia.com and www.cseindia.com.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for conducting the Postal Ballot (E-voting only) process on the



resolutions contained in the Notice of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL), the authorised agency to provide remote e-voting facilities.

Further to the above, I submit my report as under:-

- 1.1 The Company had completed dispatch of Notice of Postal Ballot dated 29th November, 2021 along with remote e-voting instructions on Tuesday, 30th November, 2021 to its Members electronically whose name(s) appeared on the Register of Members/ list of beneficiaries as on 26th November, 2021 and also published Newspaper Advertisement in Business Standard (English & Hindi) and in Dainadin Barta (Assamese) regarding dispatch of Notice of Postal Ballot alongwith Remote e-voting Information and containing all the matters required under Companies Act, 2013 and relevant rules on 1st December, 2021.
- 1.2 The remote e-voting period remained open from Wednesday, 1st December, 2021 (9:00 A.M.) to Thursday, 30th December, 2021 (5:00 P.M.). The Company has offered e-voting through link Central Depository Services (India) Limited (hereinafter referred to as "CDSL") and the report contains the details of E-voting only
- 1.3 The members of the Company as on the "cut-off" date i.e. Friday, 26th November, 2021 were entitled to vote on the resolutions (item no. 1 as set out in the notice of the Postal Ballot of the Company dated 29th November, 2021).
- 1.4 Particulars of the votes casted (electronically) have been entered in a register separately maintained for the purpose.
- 1.5 The votes casted electronically were unblocked by me on 30th December, 2021 after closure of e-voting process. Ms. Bhawana and Ms. Swati Dhal, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Bhawana.

Name: Bhawana

Swati Dhal

Name: Swati Dhal

- 1.6 All the votes casted electronically upto 5:00 P.M., the close of working hours on 30th December, 2021, the last date and time fixed by the Company for the closure of remote e-voting facility was considered for scrutiny.
- 1.7 The votes casted through remote e-voting and found not in accordance to the rules provided were also treated as invalid.



2.0 The summary of the postal ballot forms / e-voting as received / casted is given below:

Sl. No.	Particulars	Resolution 1	
		No. of Postal Ballot / e-voting	No of shares voted
1	Total Postal Ballot forms received	NA	NA
2	Total E-voting	36	37,52,926
3	Less : Invalid Postal Ballot Forms	NA	NA
4	Less : Invalid e-voting	NA	NA
5	Net Valid Postal Ballot / e-voting confirmations	36	37,52,926
6	Postal Ballot Forms/e-voting "Assent for the Resolution"	32	37,52,914
7	% of "Assent" with respect to the votes casted (6/5*100)	88.89%	100%
8	Postal Ballot Forms/e-voting "Dissent for the Resolution"	4	12
9	% of "Dissent" with respect to the votes casted (8/5*100)	11.11%	-
	Result	Passed by Majority	

2.1 The detailed results of the Postal Ballot (E-voting) are as under:

Item No. 1:-

Special Resolution - Approval for Buy-Back of Equity Shares of the Company

Mode of Voting	Remote e-Voting		Postal Ballot		Consolidated voting results		
	Number of members voted	Number of Votes casted	Number of members voted	Number of Votes casted	Total Number of members voted	Total Number of Votes casted	% of total number of valid votes cast (of both Favour & Against)
Votes in favour of the resolution	32	37,52,914	-	-	32	37,52,914	100%
Votes against the resolution	4	12	-	-	4	12	100%
Invalid Votes	-	-	-	-	-	-	-

The relevant information of postal ballot forms and e-voting were provided to the Company for preparation of requisite reports and the postal ballot forms and all other papers relating to postal ballot including voting by electronic means shall be handed over to the Company Secretary after the Chairman signs the minutes.



You may accordingly declare the results and display the same on the website of the Company and convey to Stock Exchange(s) and Depositories.

Please acknowledge the receipt.



SANTOSH KUMAR TIBREWALLA

Scrutinizer

Practising Company Secretary

FCS: 3811

C.P. No.: 3982

PR No.: 1346/2021

UDIN: F003811C002012004

Place: Kolkata

Date: 31.12.2021

A handwritten signature in blue ink, appearing to read "Sandip Das".

Sandip Das

Wholetime Director

DIN: 07979791