



# James Warren Tea Limited

CIN : L15491AS2009PLC009345

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

E-mail : investors@jameswarrentea.com, Website : www.jameswarentea.com

## OUTCOME OF POSTAL BALLOT

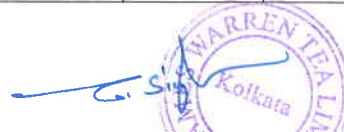
Date of the EGM ( Postal Ballot)	03.05.2019*
Total number of shareholders on record date i.e.29.03.2019	9139
No. of shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group : Public :	N.A. N.A.
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group : Public :	N.A. N.A.

\*As per SS 2 the resolution is deemed to have been passed on 03.05.2019 being the last date of the receipt of duly completed postal ballot forms or remote e-voting.

### Agenda No.1: Approval for Buy-Back up to 23,25,000 equity shares of the face value of Rs. 10/- each fully paid up of the Company at a price of Rs. 115/- per share through Tender Offer Method

Resolution required : ( Ordinary/Special ) :							Special	
Whether promoter / promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - Against (5)	% of Votes in favour of votes polled (6)= [(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6963170	6962870	99.996%	6962870	-	100.00%	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		6963170	6962870	99.996%	6962870	-	100.00%
Public Institution	E-Voting	257	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (If applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total		257	Nil	Nil	Nil	Nil	Nil
Public-Non-Institution	E-Voting	2337377	96680	4.136%	96540	140	99.855%	0.145%
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (If applicable)		223	0.009%	223	-	100.00%	-
	Total		2337377	96903	4.145%	96763	140	99.855%
Total		9300804	7059773	75.905%	7059633	140	99.998%	0.002%

Result: Passed by majority





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## Agenda No.2: Approval for Re-Classification of former promoter group to public

Resolution required : (Ordinary/Special) :							Ordinary	
Whether promoter / promoter group are interested in the agenda/ resolution?							No	
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes - In favour (4)	No. of Votes - Against (5)	% of Votes in favour of votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on Votes Polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	6963170	6962870	99.996%	6962870	-	100.00%	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (If applicable)		-	-	-	-	-	-
	Total		6963170	6962870	99.996%	6962870	-	100.00%
Public Institution	E-Voting	257	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (If applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total		257	Nil	Nil	Nil	Nil	Nil
Public-Non-Institution	E-Voting	2337377	96680	4.136%	96580	100	99.897%	0.103%
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (If applicable)		223	0.009%	223	-	100.00%	-
	Total		2337377	96903	4.145%	96803	100	99.897%
Total		9300804	7059773	75.905%	7059673	100	99.998%	0.002%

**Result: Passed by Majority**

Please acknowledge the receipt.

Yours faithfully,

For James Warren Tea Ltd

**Gyanendra Singh**  
Company Secretary  
ACS: 49488



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

**5A, N. C. Dutta Sarani,**  
**(Formerly Clive Ghat Street),**  
**3<sup>rd</sup> Floor, Kolkata - 700 001**  
**Phone : (033) 2262-8200/ 4005-4842**  
**email :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]**

**04.05.2019**

**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.**

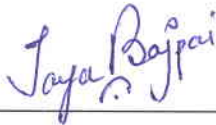
I, Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed by the Board of Directors of **M/s. James Warren Tea Limited** (the Company) in its meeting held on 22<sup>nd</sup> March, 2019 as a Scrutinizer as per the provisions of Section 108 and Section 110 of the Companies Act, 2013 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 and remote e-voting 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.

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 (Physical & E-voting) 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 and postal ballot received by me on behalf of the Company.

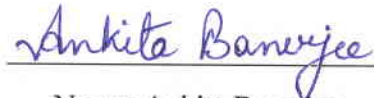


Further to the above, I submit my report as under:-

- 1.1 The Company has completed the dispatch of postal ballot forms on 3<sup>rd</sup> April, 2019 along with postage prepaid business reply envelope to its Members whose name(s) appeared in the register of Member / beneficial owners as on 22<sup>nd</sup> March, 2019 (the "cut-off").
- 1.2 The remote e-voting period remained open from Thursday, 4<sup>th</sup> April, 2019 (10.00 A.M.) to Friday, 3<sup>rd</sup> May, 2019 (5.00 P.M.) and the physical postal ballot forms were received upto 5.00 P.M. on 3<sup>rd</sup> May, 2019 through self addressed business reply envelopes.
- 1.3 The members of the Company as on the "cut-off" date i.e. Friday, 29<sup>th</sup> March, 2019 were entitled to vote on the resolutions (item nos. 1 to 2 as set out in the notice of the Postal Ballot of the Company dated 22<sup>nd</sup> March, 2019).
- 1.4 Particulars of all the postal ballot forms physically received from the Members and electronic votes casted have been entered in a register separately maintained for the purpose.
- 1.5 The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
- 1.6 The postal ballot envelops were opened in my presence. The votes casted in electronic mode were unblocked by me on 4<sup>th</sup> May, 2019 in the presence of 2 witnesses, Ms. Jaya Bajpai and Ms. Ankita Banerjee, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Jaya Bajpai



Name: Ankita Banerjee

- 1.7 The postal ballot forms were scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on 29<sup>th</sup> March, 2019.
- 1.8 All the postal ballot forms received and electronic votes casted upto 5.00 P.M., the close of working hours on 3<sup>rd</sup> May, 2019, the last date and time fixed by the Company for receipt of the forms / Closure of remote e-voting facility, were accepted and considered for scrutiny.
- 1.9 The postal ballot forms, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. 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		Resolution 2	
		No. of Postal Ballot / e-voting	No of shares voted	No. of Postal Ballot / e-voting	No of shares voted
1	Total Postal Ballot forms received	7	223	7	223
2	Total E-voting	31	7059550	31	7059550
3	Less : Invalid Postal Ballot Forms	-	-	-	-
4	Less : Invalid e-voting	-	-	-	-
5	Net Valid Postal Ballot / e-voting confirmations	38	7059773	38	7059773
6	Postal Ballot Forms/e-voting "Assent for the Resolution"	37	7059633	37	7059673
7	% of "Assent" with respect to the votes casted (6/5*100)	97.368%	99.998%	97.368%	99.998%
8	Postal Ballot Forms/e-voting "Dissent for the Resolution"	1	140	1	100
9	% of "Dissent" with respect to the votes casted (8/5*100)	2.632%	0.002%	2.632%	0.002%
	<b>Result</b>	<b>Passed by Majority</b>		<b>Passed by Majority</b>	



2.1 The detailed results of the Postal Ballot (Physical & 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	30	7059410	7	223	37	7059633	100%
Votes against the resolution	1	140	-	-	1	140	100%
Invalid Votes	-	-	-	-	-	-	-

**Item No. 2:-**

**Ordinary Resolution – Approval for Re-Classification of former promoter group to public**

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	30	7059450	7	223	37	7059673	100%
Votes against the resolution	1	100	-	-	1	100	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**

**Place: Kolkata**  
**Date: 04.05.2019**

*Accepted*

*Akhil*

**Akhil Kumar Ruia**  
**Wholtime Director**  
**DIN: 03600526**

