

NOTICE

NOTICE is hereby given that the 8th Annual General Meeting of the Members of **M/s. James Warren Tea Limited** will be held at the Registered Office of the Company at Dhoedaam Tea Estate, P.O.- Borahajpan, Dist: Tinsukia, Assam - 786150 on Tuesday, the 12th day of September, 2017 at 9.00 A.M. to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2017, the Audited Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Anil Kumar Ruia (DIN 00236660), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company until the conclusion of next AGM and to fix their remuneration and in this respect, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s Singhi & Co., Chartered Accountants (Registration No. 302049E) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next AGM and the Board of Directors be and are hereby authorized to fix their remuneration."

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. SUDEEP KUMAR AHLUWALIA AS A DIRECTOR OF THE COMPANY

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

"RESOLVED THAT, pursuant to Section 152, 160 and 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sudeep Kumar Ahluwalia (DIN : 07797775), be and is hereby appointed as a Director of the Company who shall be liable to retire by rotation."

5. APPOINTMENT OF MR. SUDEEP KUMAR AHLUWALIA AS A WHOLETIME DIRECTOR

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

"RESOLVED THAT in accordance with 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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded for the appointment of Mr. Sudeep Kumar Ahluwalia (DIN : 07797775), as a Whole-time Director of the Company and also designated as Key Managerial Personnel (KMP) for a period of 1 (One) year with effect from April 21, 2017, on such terms and conditions including remuneration, as set out in the statement annexed to the notice convening this meeting as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

RESOLVED FURTHER THAT as a Whole-time Director of the Company, Mr. Sudeep Kumar Ahluwalia shall be responsible for operation and other functions of the Company and shall be accountable to the Board, subject to the overall superintendence, direction and control of the Board.

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

6. APPROVAL OF REMUNERATION OF COST AUDITORS

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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

7. CHANGE OF PLACE OF KEEPING REGISTER OF MEMBERS AND OTHER DOCUMENTS

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

"**RESOLVED THAT** pursuant to Section 94 and all other applicable provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby acceded to shift and maintain the Register of Members, Register of Debenture holders, Index of Members/ Debenture holders and Share Transfer Books and other statutory records and annual returns and copies of certificate and documents required to be annexed thereto with the Company's existing Registrars and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd. at its new address at 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001 w.e.f. 1st October, 2017."

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

Place: Kolkata
Date : May 29, 2017

Sd/-
Vikram Saraogi
Chief Financial Officer

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Notes:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. The profile of the Directors seeking appointment/re-appointment, as required in terms of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchanges and Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. The instrument appointing the proxy must be duly stamped, completed, dated, signed and deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The instrument of proxy is valid only for the Annual General Meeting and any adjournment thereof. A proxy form is enclosed.
5. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. The Proxy shall carry his/ her/ their Identity proof for attending the meeting to proof his/her/their credentials in terms of the Secretarial Standards.
8. 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.
9. 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, on 14th July, 2017.
10. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 5th September, 2017 are requested to send the duly signed written / email communication to the Company at investors@jameswarrentea.com and to the RTA at mdpfdc@yahoo.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
11. 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. 5th September, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date of 5th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
13. Members holding shares in physical form are advised to file nominations (form as attached) 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 also be downloaded from the Company's website: www.jameswarrentea.com.
14. **The Register of Members and Share Transfer Books will remain closed from 6th September, 2017 to 12th September, 2017 (both days inclusive) for the purpose of this AGM.**

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15. Relevant documents referred to in this Notice are open for inspection by the members at the Registered Office of the Company and also at the Corporate Office at 12, Pretoria Street, Kolkata - 700071 on all working days, except Saturdays, during business hours and also at the AGM in physical mode.
16. Members whose shareholding is in the electronic mode are requested to update address & bank account details to their respective Depository Participant(s) and the Members whose shareholding is in the physical mode are requested to provide the same to R&TA.
17. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the Quarterly Reports, Notices, Annual Reports including financial statements, Board Reports, etc. and any other communications via email. All the shareholders holding shares in physical mode who have not registered their e-mail addresses so far are requested to register their-mail address to the RTA / Company for receiving all aforesaid communication from the Company, electronically.**
18. The Notice of the 8th AGM, along with the Annual Report, Attendance Slip and Proxy Form along with the process, instructions and the manner of conducting e-voting are being sent by electronic mode only to all those members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2017 are being sent in the permitted mode. The documents referred to above are also available on the Company's website : www.jameswarrentea.com.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/R&TA.
20. Voting Through Electronic Means
 - I. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting vote through the electronic voting system ("remote e-voting") under an arrangement with The Central Depository Services (India) Limited ("CDSL") as specified more particularly in the instruction hereunder provided that once the vote on a Resolution is casted through e-voting, a Member shall not be allowed to change it subsequently.
 - II. The facility for voting either through ballot paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.

However, in case the members who have casted their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.
 - III. The instructions for shareholders voting electronically are as under:
 - (i) The voting through electronic means will commence on Friday, the 8th day of September, 2017 at 10.00 a.m. and will end on Monday, the 11th day of September, 2017 at 5.00 p.m. 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.
 - (ii) Shareholders who have already voted prior to the meeting date (by remote e-voting) shall not be entitled to vote at the meeting venue.
 - (iii) Log on to the e-voting website www.evotingindia.com during the voting period.

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- (iv) Click on “Shareholders” tab.
- (v) 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.
- (vi) Next enter the image verification as displayed and click Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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 first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Date of Birth (DOB)	Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or Company then please enter the member-ID / Folio Number in the Bank Account Number details field as mentioned in above instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <JAMES WARREN TEA LIMITED> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If 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.
- (xix) Note for Institutional Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 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.
 - 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.
- (xx) 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
21. 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 11th day of September, 2017 upto 5.00 p.m. without which the vote shall not be treated as valid.
22. Mr. Santosh Kumar Tibrewalla, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 3(three) days of conclusion of the meeting make a consolidated scrutinizer's Report (which includes remote e-voting and voting as may be permitted at the venue of the AGM by means of ballot paper/poll) of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.
23. Subject to casting of requisite number of votes in favour of the resolution(s), it shall be deemed to be passed on the date of Annual General Meeting of the Company.
24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jameswarrentea.com and on the website of CDSL immediately after declaration of results of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to BSE Limited and The Calcutta Stock Exchange Limited, where the shares of the Company are listed.
25. Route-map to the venue of the AGM is annexed for the convenience of the members.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Annexure as referred to in the notes of the notice

Item No. 4& 5

The Board, at its meeting held on April 13, 2017, on recommendation of Nomination and Remuneration Committee has appointed Mr. Sudeep Kumar Ahluwalia as a Whole Time Director (Additional Director) designated as a Key Managerial Personnel of the Company w.e.f. April 21, 2017 for a period of 1 (one) year commencing from April 21, 2017. Mr. Ahluwalia will hold office up to the date of the ensuing Annual General Meeting as provided under section 161 of the Companies Act, 2013. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of prescribed sum of money, proposing the candidature of Mr. Sudeep Kumar Ahluwalia for the office of Directors of the Company. Mr. Ahluwalia shall be liable to retire by rotation. The remuneration, perquisites payable to Mr. Sudeep Kumar Ahluwalia 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. 50,000/- per month.
- II. Special/Composite Allowance of Rs. 21,000/- 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.
- III. Transport Allowance of Rs. 25,000/- per month.
- IV. Post Allowance of Rs 20,000/- per month.
- V. Perquisites, Amenities and Incentives :
 - a. Medical Benefits:
 - The medical and hospital facilities provided by the Company are available to the extent of one month's basic salary per year and will be subject to the Rules of the Company applicable to the senior management executives.
 - The Company will also subscribe to a Medical Insurance plan on his behalf. Rent Free Accommodation including electricity, furniture, maintenance charges and domestic staffs will be provided in line with the policy of the Company.
 - b. Leave Travel Allowance of Rs. 80,000/- p.a.
 - c. Telephone Expenses will also be reimbursed on actual basis as per the rules of the Company. Personal long distance call will be billed upon the Director.
 - d. A Fixed Incentive equivalent to 3 months' basic Salary per annum.
 - e. A Performance Incentive of upto 6 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. Sudeep Kumar 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.

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- j. Either party is entitled to terminate the aforesaid appointment by giving 3 (three) months' notice in writing to other party. However, on mutual agreement the duration of the notice period may be reduced or waived.

The remuneration paid to the Mr. Ahluwalia deemed to be inadequate in view of the overall remuneration being paid to all the Whole Time Directors of the Company in terms of the Section 197 read with Schedule V of the Act and requires approval of the members of the Company by way of Ordinary resolution under the provisions of the Act.

Mr Sudeep Kumar Ahluwalia, is an alumnus of St. Edmunds College, Shilong. He has rich experience of 33 years in the Tea Industry. He had been entrusted with the charge of our Dhoedaam Tea Estate and also assists our Visiting Agent on operational and administrative matters. Mr. Ahluwalia has held the position of the Vice Chairman of the ABITA Doomdooma circle and was also President of the Thakurbari Planter's Club. Presently, he is acting as a Wholetime Director & Key Managerial Personnel of the Company.

Mr. Ahluwalia does not hold any equity shares of the Company in his own name.

Except Mr. Ahluwalia, 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&5 for the approval of the members of the Company.

The letter of Appointment issued to Mr. Sudeep Kumar Ahluwalia setting out the terms of his appointment is open for inspection by the members at the Registered Office as well as at the Corporate Office of the Company during business hours on all working days except Saturday and also at the Annual General Meeting in physical mode.

A Statement as per Schedule V (third proviso of Section II of Part II) in respect of appointment of Mr. Sudeep Kumar Ahluwalia as a Whole time Director of the Company is annexed hereto which forms part this explanatory statement.

Item No. 6

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 March 31, 2018 at remuneration of Rs. 84,000/- for the year plus applicable taxes, if any as their Audit fees. The out of pocket expenses of the Auditors in connection to the Audit shall be reimbursed.

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. Accordingly, consent of the members is sought for passing the Resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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.

The Board of Directors recommends the resolution set out in Item No. 6 of the accompanying notice for the approval of the members.

Item No. 7

The Members of the Company previously approved to maintain the Register of Members, Register of Debenture holders, Index of Members/ Debenture holders and Share Transfer Books and other statutory records, annual returns, copies of certificate and documents required to be annexed thereto with its Registrars and Share Transfer

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Agents (RTA) viz. M/s. Maheshwari Datamatics Pvt. Ltd. at 6, Mangoe Lane, 2nd Floor, Kolkata – 700001, a place other than the registered office of the Company.

The aforesaid RTA proposed to shift and maintain the records of the Company from its existing place to 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001 for their operational and administrative convenience. In accordance to the provisions of Section 94 of the Companies Act, 2013 approval of the Shareholders is required for effecting the change in the place at which the Register, Index of Members and other documents are proposed to be kept.

The Board recommends for approval of the special resolution by the shareholders as set out under Item No. 7 of the Notice.

None of the Directors, Key managerial personnel of your Company and their relatives are in any way financially or otherwise, directly or indirectly is concerned or interested in the proposed Resolution.

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

Place: Kolkata
Date : May 29, 2017

Sd/-
Vikram Saraogi
Chief Financial Officer

NOTICE

ANNEXURE TO NOTICE OF AGM

**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]**

Name of Director and DIN	Date of Birth, Age and Nationality	Date of Appointment on Board	Expertise in specific Functional areas	Qualifications	Shareholding in the Company	No. of Board Meetings Attended during the financial year 2016-17	List of listed Companies in which Directorships held as on 31 st March, 2017*	Chairman/ Member of the Committee of the Board of other listed Companies in which he is a Director as on 31 st March, 2017
Mr. Anil Kumar Ruia DIN : 00236660	17.12.1955 61 years British	24.09.2012	His business activities involves importation, distribution and conversion of textiles products. He is also involved in philanthropic, social and charitable activities for social cause.	He holds law degree from King's College, London and is also a Chartered Accountant.	NIL	1	NIL	NIL
Mr. Sudeep Kumar Ahluwalia DIN : 07797775	07.11.1964 52 years Indian	21.04.2017	He has rich experience of 33 years in the Tea Industry. He had been entrusted with the charge of our Dhoedaam Tea Estate and also assists our Visiting Agent on operational and administrative matters.	He holds a Bachelor degree in Arts from St. Edmunds College, Shillong	NIL	NIL	NIL	NIL

* Excluding Private Limited Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

Note: Disclosure of relationship between directors inter-se and last drawn remuneration has been detailed in 'Corporate Governance Report' which forms part of this Annual Report.

Statement as per Schedule V (third proviso of Section II of Part II) of the Companies Act, 2013 in respect of remuneration payable by the Company having no profits or inadequate profits

I. General Information:

- 1) Nature of industry: Manufacturing of Tea.
- 2) Date or expected date of commencement of commercial production: Not Applicable as it is an existing Company since 2009.
- 3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- 4) Financial performance based on given indicators: (Rs in Lakhs)

	31.3.2017	31.3.2016	31.3.2015
Turnover (Gross):	12128.64	13708.87	13446.70
Net Profit/(Loss) :	629.32	2738.62	507.43

- 5) Foreign investments or collaborations, if any: Not Applicable

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II. Information about the appointee:

Name of the appointee:	Sudeep Kumar Ahluwalia
Background details:	Mr. Sudeep Kumar Ahluwalia, aged 52, is the Wholetime Director & KMP of our Company. He is an alumnus of St. Edmunds College, Shilong. He has rich experience of 33 years in the Tea Industry. He had been entrusted with the charge of our Dhoedaam Tea Estate and also assists our Visiting Agent on operational and administrative matters. Mr. Ahluwalia has held the position of the Vice Chairman of the ABITA Doomdooma circle and was also President of the Thakurbari Planter's Club.
Past remuneration	N.A.
Recognition or awards	NIL
Job profile and his suitability	He had been entrusted with the charge of our Dhoedaam Tea Estate and also assists our Visiting Agent on operational and administrative matters.
Remuneration proposed	As provided in the resolution
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as a Wholetime Director of the Company.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Nil

III. Other information:

- i) Reasons of loss or inadequate profits: During the year 2016-17, the production has decreased by approximately 6.52 lakhs kgs as compared to last year, due to unfavorable climatic conditions and pest infestation. Further there was also an increase in the wage rate in Assam and the cost of food stuff has majorly increased as compared to last year resulting significant increase in the cost of production.
- ii) Steps taken or proposed to be taken for improvement: Various measures and suitable steps have been taken to cope with the increased cost of production & unfavorable climatic conditions for increasing efficiency/ productivity/ quality in the coming years.
- iii) Expected increase in productivity and profitability in measurable terms: The Company expects substantial increase in production and profitability after implementation of its necessary steps for improvement.

IV. Disclosures:

The requisite disclosures with respect to Mr. Sudeep Kumar Ahluwalia has been set out in item no. 4 & 5 of the Explanatory Statement annexed to the notice convening this meeting.



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

Serial No.:

1. Name and Registered address of the :
Sole/First named Shareholder

2. Name of the Joint Shareholder (s), if any :

3. Folio No./DP ID No.& Client ID No. * :
(*Applicable to investors holding
shares in dematerialized form)

4. Number of share(s) held :

I/We hereby record my/our presence at the **8th ANNUAL GENERAL MEETING** of the Company to be held on Tuesday, the 12th day of September, 2016 at 9.00 a.m. at Dhoedaam Tea Estate, P.O. Borahapjan, Dist. Tinsukia 786150, Assam.

.....
Name of the Proxy, if applicable

.....
Signature of Member(s)/Proxy

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the ENTRANCE of the meeting venue.



ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	User id	Password/ Pin



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

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **L15491AS2009PLC009345**
Name of the company : **JAMES WARREN TEA LIMITED**
Registered office : **Dhoedaam Tea Estate, P.O. Borahapjan, Dist. Tinsukia, Assam 786150**

Name of the member (s) :

Registered Address :

E-mail Id :

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of _____ shares of James Warren Tea Limited, hereby appoint;

(Tear Here)

1. Name :
Address :
E-mail Id : Signature: _____, or failing him

2. Name :
Address :
E-mail Id : Signature: _____, or failing him

3. Name :
Address :
E-mail Id : Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **8th Annual General Meeting** of the company, to be held on **Tuesday, the 12th day of September, 2017 at 9.00 a.m.** at Dhoedaam Tea Estate, P.O. Borahapjan, Dist. Tinsukia 786150, Assam and at any adjournment

thereof in respect of such resolutions as are indicated below:

Resolution No	Resolution Proposed	Please Tick (Optional) Refer note 3		
		For	Against	Abstain
Ordinary Business:				
1	Adoption of Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2017, Audited Profit & Loss Account and the Cash Flow Statement for the year ended on that date, together with the Report of Board of Directors' and Auditors' thereon.			
2	Approval for the re-appointment of Mr Anil Kumar Ruia(DIN 00236660), Director retiring by rotation			
3	Approval for the appointment of M/s Singhi & Company, Chartered Accountants as the statutory auditors of the Company until the conclusion of next AGM and authorize the Board to fix their remuneration.			
Special Business:				
4	Approval for the appointment of Mr. Sudeep Kumar Ahluwalia (DIN : 07797775) as a Director of the Company.			
5	Approval for the appointment of Mr. Sudeep Kumar Ahluwalia (DIN : 07797775) as a Wholetime Director of the Company.			
6	Approval of Remuneration of the Cost Auditors of the Company for f.y. 2017-18.			
7	Change of Place of keeping Register of Members and other Documents			

Signed this _____ day of _____, 2017

Affix a Revenue Stamp of not less than Re.1/-

Signature of shareholder

Signature of Proxy holder(s)

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*
- For the full text of the aforesaid resolutions, statements and notes, please refer to the Notice including the explanatory statement, convening this Annual General Meeting of the Company.*
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem fit.*