

## NOTICE

**NOTICE** is hereby given that the 14<sup>th</sup> Annual General Meeting of the Members of **James Warren Tea Limited** will be held on Thursday, the 7<sup>th</sup> day of September, 2023 at 11:30 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:-

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2023 together with Reports of Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of **Mrs. Shanti Kaur (DIN: 08761576)**, retiring by rotation and being eligible, offered herself for re-appointment.
3. To re-appoint M/s. B. Chhawchharia & Co., Chartered Accountants as statutory auditors of the Company for a second term of five consecutive years and to fix their remuneration.

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Company, M/s. B. Chhawchharia & Co., Chartered Accountants (Firm Registration No. 305123E), be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five years, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of 19<sup>th</sup> (Nineteenth) Annual General Meeting of the Company and the Board of Directors be and is hereby authorized to fix their remuneration in consultation with the auditors.”

### SPECIAL BUSINESS:

#### 4. RE-APPOINTMENT OF MR. SANDIP DAS (DIN: 07979791) AS A WHOLETEIME DIRECTOR

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

**“RESOLVED THAT** pursuant to 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 Rules framed thereunder ('the Act'), Mr. Sandip Das (DIN: 07979791), be and is hereby re-appointed as a Whole-time Director of the Company (designated as Key Managerial Personnel), for a period of 1 (One) year with effect from July 25, 2023 on such terms and conditions as detailed in the Explanatory Statement with the power to the Board to revise the remuneration and other terms within the limit prescribed under Section 197 read with Schedule V of the Act.

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

#### 5. APPROVAL OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2023-24

***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 other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Explanatory Statement, be paid to M/s. Debobrata Banerjee & Associates, Cost Auditors (Firm Registration No. 102336) to conduct the audit of the cost records of the Company for the financial year 2023-24, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

By Order of the Board of Directors  
For **James Warren Tea Limited**

Sd/-

**Ayushi Mundhra**  
Company Secretary

Place: Kolkata  
Date: May 29, 2023

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### Notes:

1. **Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act'), with respect to the Special Businesses to be transacted at the Annual General Meeting ('AGM') is annexed hereto.**

In view of the continuing Covid-19 pandemic, Ministry of Corporate Affairs ('MCA') vide its General Circulars No. 10/2022 dated 28<sup>th</sup> December, 2022, 02/2021 dated 13<sup>th</sup> January, 2021 and 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020 and 5<sup>th</sup> May, 2022 respectively, (collectively referred to as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 ('SEBI Circulars') have permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA & SEBI Circulars, the 14<sup>th</sup> AGM of the Company is being held through VC/OAVM facility. The Company has authorised Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of participating in the AGM and casting votes using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The deemed venue for the AGM shall be the Registered Office of the Company.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since this AGM is being held through VC / OAVM, the facility for appointment of proxies by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Corporate members intending to attend the Meeting are requested to send to the Company pursuant to the provisions of Section 113 of the Act, a duly certified true copy of the Board Resolution/ Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. 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.
6. The details of the Directors retiring by rotation/ seeking appointment/re-appointment, as required in terms of applicable regulations of Listing Regulations and Secretarial Standard 2 as issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.
7. 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 4<sup>th</sup> August, 2023.

## NOTICE

8. 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 31<sup>st</sup> August, 2023 are requested to send the email communication to the Company at sec@jwtl.in and to the R&TA at mdpldc@yahoo.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
9. 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 31<sup>st</sup> August, 2023. A person who is not a member as on cut-off date should treat this notice for information purpose only.
10. The shareholders shall have one vote per equity share held by them as on the cut-off date of 31<sup>st</sup> August, 2023. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
11. Members holding shares in physical form are advised to file nominations SH-13 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 be downloaded from the Company's website: www.jameswarrentea.com.
12. **Non-Resident Indian members** are requested to inform R&TA / respective DPs, immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. **The Register of Members and Share Transfer Books will remain closed from 1<sup>st</sup> September, 2023 to 7<sup>th</sup> September, 2023 (both days inclusive) for the purpose of this AGM.**
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained of the Companies Act, under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to sec@jwtl.in.
15. Members whose shareholding is in the electronic mode are requested to update their address & bank account details with their respective Depository Participant(s) and the Members whose shareholding is in the physical mode are requested to provide the same to R&TA.
16. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.jameswarrentea.com, websites of the Stock Exchanges, i.e., BSE and CSE, respectively and also on the website of CDSL at www.evotingindia.com.
17. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at sec@jwtl.in or to R&TA at mdpldc@yahoo.com.
  - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
18. Members will be allowed to attend the AGM through VC / OAVM on first come, first serve basis. Facility to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

## NOTICE

### 19. Voting Through Electronic Means

#### (I) The instructions for shareholders voting electronically are as under:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting through electronic means will commence on Monday, the 4<sup>th</sup> September, 2023 at 09:00 A.M. (IST) and will end on Wednesday, 6<sup>th</sup> September, 2023 at 05:00 P.M. (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 31<sup>st</sup> August, 2023 may cast their vote.
- (ii) Shareholders who have already voted prior to the meeting date (by remote e-voting) shall not be entitled to vote at the meeting.
- (iii) 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.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI Circulars, 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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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.</li> </ol>

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Type of shareholders	Login Method
	<p>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 &amp; 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectRegjsp">https://eservices.nsd.com/SecureWeb/IdeasDirectRegjsp</a></p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 or joining virtual meeting &amp; voting during the meeting.</p>

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 or joining virtual meeting & voting during the meeting.

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
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) **Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders**

- 1) Log on to the e-voting website [www.evotingindia.com](http://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](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

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6) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form other than individual and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
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).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <JAMES WARREN TEA LIMITED> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the scrutinizer for verification.

**(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)

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- (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) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- (i) The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (iv) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (v) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (vi) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at sec@jwtl.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at sec@jwtl.in. These queries will be replied to by the Company suitably by email.
- (vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (viii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- (ix) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **(IV) Note 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](http://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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



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- (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.
20. 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 6<sup>th</sup> September, 2023 upto 5:00 p.m. without which the vote shall not be treated as valid.
  21. The facility for e-voting shall also be made available during the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right during the meeting.
  22. **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.**
  23. **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 2 (two) working days of conclusion of the AGM make a consolidated scrutinizer's Report (which includes remote e-voting and e-voting during the AGM) 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.
  24. 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 AGM of the Company.
  25. 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 AGM 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.

## NOTICE

### EXPLANATORY STATEMENT

#### Item No. 4

The present terms of appointment of Mr. Sandip Das (DIN: 07979791) as a Wholetime Director would expire on 24<sup>th</sup> July, 2023. The Nomination and Remuneration Committee at its meeting held on 27<sup>th</sup> May, 2023 had recommended his re-appointment for a further period of 1 (one) year with effect from 25<sup>th</sup> July, 2023 and the same was approved by the Board of Directors at their meeting held on 29<sup>th</sup> May, 2023 subject to the approval of the shareholders at the ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the listed entity shall ensure the approval of the shareholders for the appointment/re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, your approval is sought for appointment of Mr. Sandip Das (DIN: 07979791) as a Wholetime Director of the Company with effect from 25<sup>th</sup> July, 2023 for period of 1 (one) year, i.e. up to 24<sup>th</sup> July, 2024.

The remuneration, perquisites payable to Mr. Das 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:

- a. **Basic Salary:** ₹62,000/-per month.
- b. **House Rent Allowance:** ₹31,000/- per month.
- c. **Special/Composite Allowance:** ₹10,080/- 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.
- d. **Reimbursement of Conveyance:** upto ₹ 40,000/- per month.
- e. **Perquisites, Amenities and Incentives :**
  - i. **Medical Benefits:**
    - Reimbursement of Medical Expenses – ₹ 1,250 will be paid per month totaling to ₹ 15,000/- per annum
    - Reimbursement of Medical Insurance – ₹ 20,000/-.
  - ii. Leave Travel Allowance provided by the Company are available to the extent of one month's basic salary per year.
  - iii. Telephone Expenses will also be reimbursed on actual basis upto ₹ 1,000/- per month. Personal long distance call will be billed upon the Director.
  - iv. A Fixed Incentive of ₹ 5,167/- will also be reimbursed per month equivalent to 1 month's basic salary per annum.
  - v. A Performance Incentive of upto 1 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.

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- vi. Other benefits, amenities and facilities as per Company's Rules.
- vii. Subject to overall ceiling on remuneration mentioned hereinabove, Mr. Sandip Das 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.
- viii. 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.
- ix. Either party is entitled to terminate the aforesaid appointment by giving 1 (one) months' notice in writing to other party. However, on mutual agreement the duration of the notice period may be reduced or waived.

In case of loss or inadequate profit, the aforesaid remuneration & perquisite shall be treated as minimum remuneration and any upward revision would be subject to the limit as provided in Schedule V of the Act.

Mr. Das holds the degree of post-graduation in MBA (Finance) & M.Com and is having a rich experience of over 21 years in the field of accounts and operations. He is associated with the Company since 2014 and has expertise in budgeting, cost control, developing and implementing operational control & operational management and Internal Audit modules development. He is also responsible for the overall financial control of the Company.

Mr. Das holds 3 (three) equity shares of the Company in his own name.

The Board felt that his continued association with the Company for managing the affairs of the Company would definitely contribute in the performance of the Company and accordingly proposed for his re-appointment.

The Company has received notice in writing from a member of the Company under Section 160 of the Act proposing the candidature of Mr. Das for the office of Directors of the Company.

Except Mr. Das, 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 of the accompanying Notice for the approval of the members of the Company.

Copy of letter of appointment setting out the terms of his re-appointment is available for inspection at the registered office by sending a request to the Company at sec@jwtl.in till the conclusion of the ensuing Annual General Meeting.

### Item No.5

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, 2024 at remuneration of ₹ 48,000/- per annum as their Audit fees plus taxes, if any and re-imburement of out of pocket expenses.

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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

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.

By Order of the Board of Directors  
For **James Warren Tea Limited**

Sd/-

**Ayushi Mundhra**  
Company Secretary

Place: Kolkata  
Date: May 29, 2023

## NOTICE

## ANNEXURE TO NOTICE OF AGM

## A. 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 ]*

Sl. No.	Name of the Director	Mrs. Shanti Kaur	Mr. Sandip Das
1.	DIN	08761576	07979791
2.	Date of Birth and Age	18.11.1957 66 years	03.01.1975 48 years
3.	Nationality	Indian	Indian
4.	Date of appointment on Board	20.06.2020	25.07.2020
5.	Terms & Condition of appointment/ re-appointment	As provided in the notice	As provided in the notice
6.	Remuneration proposed	N.A.	As provided in the notice
7.	Remuneration last drawn (₹ in Lakhs)	N.A.	₹ 17.89 Lakhs-As per March, 2023
8.	No. of shares held in the Company	NIL	3
9.	Qualification & Expertise in specific functional area	Mrs. Kaur has a great work exposure and vast experience of more than 32 years in advocacy. Mrs. Kaur is expertise in Criminal, Company, Industrial and Labour Laws. She is familiar in handling legal matters related to Tea Gardens and has also worked as a Legal Advisor in companies like Mcleod Russel and Apeejay Tea Limited.	Mr. Das holds the degree of post-graduation in MBA (Finance) & M.Com and is having a rich experience of over 21 years in the field of accounts and operations. He is associated with our Company since 2014 and has expertise in budgeting, cost control, developing and implementing operational control & operational management and Internal Audit modules development. He is also responsible for into the overall financial control of the Company.
10.	No. of Board Meetings Attended during the F.Y. 2022-23	3	4
11.	List of other listed Companies in which Directorships held as on 31 <sup>st</sup> March, 2023	NIL	NIL

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12.	List of other Companies in which Directorships held as on 31 <sup>st</sup> March, 2023	NIL	<ol style="list-style-type: none"> <li>1. KR Plywood Works Private Limited</li> <li>2. JW Properties Private Limited</li> <li>3. JWR Properties Private Limited</li> <li>4. JW Trading Private Limited</li> <li>5. Spark Commercial Private Limited</li> <li>6. Maulshree Design Co Private Limited</li> <li>7. AKR Properties Private Limited</li> </ol>
13.	Chairman/Member of the Committee of the Board of other Companies in which he/she is a Director as on 31 <sup>st</sup> March, 2023	NIL	NIL
14.	Listed entities from which the Director has resigned in the past three years	NIL	NIL
15.	Disclosure of relationship between Directors, Managers and Key Managerial Personnel inter-se	NIL	NIL