

## NOTICE

**NOTICE** is hereby given that the 10th 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.- Borahapjan, Dist: Tinsukia, Assam – 786150 on Saturday, the 7th day of September, 2019 at 9.00 A.M. to transact the following business:-

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Standalone and consolidated Financial Statement of the Company for the financial year ended 31st March, 2019, together with Reports of Board of Directors' and Auditors' thereon; and
2. To appoint a Director in place of Mr. Anil Kumar Ruia (DIN: 00236660), who retires by rotation and, being eligible, seeks re-appointment.

### **SPECIAL BUSINESS:**

#### **3. RE-APPOINTMENT OF MR. SUDEEP KUMAR AHLUWALIA (DIN: 07797775) 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** 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 members be and is hereby accorded for the re-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 on expiry of his present terms of office, i.e. with effect from April 20, 2019 ,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 (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with the liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Ahluwalia, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modifications or re-enactment thereof;

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

**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.”

#### **4. RE-APPOINTMENT OF MS. SUCHARITA BASU DE (DIN: 06921540) AS AN INDEPENDENT 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 149, 152 and any other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Sucharita Basu De (DIN: 06921540) be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years, with effect from 1st October, 2019 to 30th September, 2024 and shall not be liable to retire by rotation.”

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### 5. APPROVAL FOR THE APPOINTMENT OF MR. RAGHAV LALL (DIN: 05121368) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

*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 149, 152 and any other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Raghav Lall (DIN: 05121368) be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (Five) consecutive years, with effect from 11th May, 2019 and shall not be liable to retire by rotation.”

### 6. TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2020

*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, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (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 Statement annexed to the Notice convening this Meeting, to be paid to 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, 2020, be and is hereby ratified.

**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.”

By Order of the Board of Directors  
For **JAMES WARREN TEA LIMITED**  
Sd/-  
**Gyanendra Singh**  
Company Secretary

Place: Kolkata  
Date : May 11, 2019

#### Notes:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”), with respect to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, TO VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND SUCH APROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. **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. A 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.**

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4. **THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DELIVERED AT THE REGISTERED/CORPORATE OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS (48 HOURS) BEFORE THE COMMENCEMENT OF THE MEETING.THE PROXY FORM IS ATTACHED HEREWITH. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION OR AUTHORITY AS APPLICABLE.**
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company pursuant to the provision of Section 113 of the Companies Act, 2013, 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.
6. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. 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 details of the Directors retiring by rotation/seeking appointment/re-appointment, as required in terms of applicable regulations 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.
10. 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 9th August, 2019.
11. 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. 30th August, 2019 are requested to send the duly signed written / email communication to the Company at investors@jameswarrentea.com and to the RTA at mdpldc@yahoo.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
12. 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. 30th August, 2019. A person who is not a member as on cut-off date should treat this notice for information purpose only.
13. The shareholders shall have one vote per equity share held by them as on the cut-off date of 30th August, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
14. Members holding shares in physical form are advised to file nominations SH-13 (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.
15. Non-Resident Indian members are requested to inform RTA/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.

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16. The Register of Members and Share Transfer Books will remain closed from 31st August, 2019 to 7th September, 2019 (both days inclusive) for the purpose of this AGM.
17. Relevant documents referred to in this Notice are open for inspection by the members at the Registered Office and Corporate Office of the Company on all working days, except Saturdays, during business hours and also at the venue of the AGM in physical mode.
18. 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.
19. 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 e-mail address to the RTA / Company for receiving all aforesaid communication from the Company, electronically.
20. The Notice of the 10th 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 for 2018-19 are being sent in the permitted mode. The documents referred to above, if any, are also available on the Company's website: [www.jameswarrentea.com](http://www.jameswarrentea.com)
21. As an austerity measure copies of the Annual Report will not be distributed at the meeting. Members are requested to bring their copy of Annual report to the Meeting.
22. 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.

### 23. 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. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.

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### III. The instructions for shareholders voting electronically are as under:

- (i) The voting through electronic means will commence on Wednesday, the 4th day of September, 2019 at 10.00. a.m. (IST) and will end on Friday, the 6th day of September, 2019 at 5.00 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 30th August, 2019 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 venue.
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (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](http://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:

	<b>For Members holding shares in Demat Form 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 first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’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.</li> </ul>
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"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• 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).</li> </ul>

- (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

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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.
- (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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- (xxi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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24. 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 and the same may also be send to the Scrutinizer in physical mode also on or before 6th day of September, 2019 up to 5.00 p.m. without which the vote shall not be treated as valid.
25. The facility for voting either through ballot or polling 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.
26. 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.
27. 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.
28. 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.
29. 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.
26. 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)

**The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:**

#### Item No. 3

The present terms of appointment of Mr. Sudeep Kumar Ahluwalia (DIN: 07797775) as a Whole Time Director have expired on April 20, 2019. The Nomination & Remuneration Committee at its meeting held on 8th February, 2019 had recommended his re-appointment for a further period of 1 (one) year with effect from April 21, 2019 and the same was approved by the Board of Directors in its meeting held on May 11, 2019 subject to the approval of members in the ensuing Annual General Meeting of the Company. 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: ₹ 71,500/-per month.
- II. Special/Composite Allowance of ₹ 35,500/- 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.

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III. Transport Allowance of ₹ 35,500/- per month.

IV. 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 provided by the Company are available to the extent of one month's basic salary per year.

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 1 months' basic Salary per annum.

e. 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.

g. Other benefits, amenities and facilities as per Company's Rules

h. Subject to overall ceiling on remuneration mentioned hereinabove, Mr. Sudeep Kumar Ahluwalia 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.

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.

Mr. Sudeep Kumar Ahluwalia shall not be liable to retire by rotation unless any of the provisions of the Act requires his retirement by rotation during his tenure as a Whole-time Director.

Mr. Sudeep Kumar Ahluwalia, is an alumnus of St. Edmunds College, Shilong. He has rich experience of 35 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.

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

Besides, as per the provision of section 197(3) and Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial persons, a Company has no profit or its profit are inadequate the appointment of a person as managerial personnel is to be approved by the members by passing ordinary/special resolution.



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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.

Mr. Ahluwalia is responsible for operation and other functions of the Company. The Board felt that his 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.

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. 3 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 re-appointment is open for inspection at the Registered Office and Corporate Office of the Company by any members during business hours on all working days except Saturday and also at the venue of the Annual General Meeting in physical mode.

### Item No. 4

Ms. Sucharita Basu De (DIN: 06921540) was appointed as Independent Directors of the Company with effect from 1st October, 2014 and would hold office till 30th September, 2019 pursuant to the Companies Act, 2013 and Listing Agreement.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office of the Directors of the Company for a term upto 5 (five) consecutive years and can be re-appointed on the Board of Directors of the Company by passing a special resolution for another term of 5 (five) consecutive years. Hence, based on her skills, experience, knowledge and report of her performance evaluation, it is proposed to re-appoint Ms. Sucharita Basu De for a further period of 5(five) consecutive years from 1st October, 2019 to 30th September, 2024.

Ms. Sucharita Basu De is a practicing advocate in Kolkata at Aquilaw. She has extensive work experience in commercial and corporate agreements, joint venture and financing transactions, real estate, trust laws and litigation and has led and been involved in numerous transactions involving the above. She advises a range of large Indian and multinational clients in various business sectors including infrastructure, real estate, power, carbon credit, finance, banking, telecom, automobile, engineering, steel, cement, agriculture and agri-products, software and information technology, retail, services, etc.

Further the Company has received requisite consent and declaration from her stating her intention to continue as an Independent Director of the Company and that she fulfils the criteria of independence as provided in section 149 and Rules made thereunder, SEBI (LODR) Regulations, 2015 and is independent of the management.

Ms. Sucharita Basu does not hold any equity shares of the Company.

The Board, based on the performance evaluation report of Nomination and Remuneration Committee and the performance evaluation report of the Board itself, considers that her association would be of immense benefit to the Company as it has been beneficial in the past and it is desirable to avail services of Ms. Sucharita Basu De as an Independent Director and accordingly recommends the resolution as set forth in Item no. 4 for the approval of the shareholders of the Company.

Summary of Performance evaluation report :( As per SS 2 – para 1.2.5)

Ms. Sucharita Basu fulfils the criteria of performance evaluation laid down by the Nomination & remuneration Committee in respect of Qualification, Experience, Knowledge & Competency, Fulfillment of functions, Ability to function as a team, Initiative, Availability and attendance, Commitment, Contribution, Integrity, Independence, Independent views and judgement, etc.

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The copy of the letter of appointment setting out the terms and conditions of her re-appointment would be available for inspection at the Registered Office and Corporate Office of the Company by any members during business hours on all working days except Saturday and at the venue of the Annual General Meeting in physical mode and also posted on the Company's website.

Except Ms. Sucharita Basu De, 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 respective resolutions.

### Item No. 5

Mr. Raghav Lall (DIN: 05121368) is Post Graduate from Faculty of management Studies, Delhi University and also holds Bachelor Degree in Arts. Mr. Lall has great work experience in Finance and Business Management and wide experience of Tea Industry. He has been there in the Tea Industry since 1986 and has exposure of more than 36 years in this.

Further the Company has received requisite consent and declaration from him stating his intention to act as an Independent Director of the Company and that he fulfils the criteria of independence as provided in section 149 and Rules made thereunder, SEBI (LODR) Regulations, 2015 and is independent of the management.

Mr. Raghav Lall does not hold any equity shares of the Company.

The Board, based on recommendation of Nomination and Remuneration Committee and the extensive working experience of Mr. Lall, considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Raghav Lall as an Independent Director and accordingly recommends the resolution as set forth in Item no. 5 for the approval of the shareholders of the Company.

### 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, 2020 at remuneration of ₹ 84,000/- per annum as their Audit fees plus taxes, if any and re-imbursment 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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/-

**Gyanendra Singh**  
Company Secretary

Place: Kolkata  
Date : May 11, 2019

## 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	Mr. Anil Kumar Ruia	Mrs. Sucharita Basu De	Mr. Sudeep Kumar Ahluwalia	Mr. Raghav Lall
1.	DIN	00236660	06921540	07797775	05121368
2.	Date of Birth and Age	17.12.1955 63 years	28.10.1975, 43 years	07.11.1964, 54 years	31.10.1954 64 years
3.	Nationality	British	Indian	Indian	Indian
4.	Date of appointment on Board	24.09.2012	01.10.2014	21.04.2017	11.05.2019
5.	Terms & Condition of appointment/ re-appointment	As provided in the notice	As provided in the notice	As provided in the notice	As provided in the notice
6.	Remuneration proposed	N.A.	N.A.	As provided in the notice	N.A.
7.	Remuneration last drawn (₹ In Lakhs)	N.A.	N.A.	19.61	N.A.
8.	No. of shares held in the Company	NIL	NIL	NIL	NIL
9.	Qualification & Expertise in specific functional area	He holds law degree from King's College, London and is also a Chartered Accountant and has received an Honorary Doctorate from the University of Manchester. His business activities involve importation, distribution and conversion of textiles products and have his expertise in Specific Functional Areas of Administration and General Corporate Affairs. He is also involved in philanthropic, social and charitable activities for social cause.	Mrs. Sucharita Basu De is a practicing advocate in Kolkata at Aquilaw. She has extensive work experience in commercial and corporate agreements, joint venture and financing transactions, real estate, trust laws and litigation and has led and been involved in numerous transactions involving the above. She advises a range of large Indian and multinational clients in various business sectors including infrastructure, real estate, power, carbon credit, finance, banking, telecom, automobile, engineering, steel, cement, agriculture and agri-products, software and information technology, retail, services, etc.	He holds a Bachelor degree in Arts from St. Edmunds College, Shillong He has rich experience of 35 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 Post Graduate from Faculty of management Studies, Delhi University and also holds Bachelor Degree in Arts. Mr. Lall has great work experience in Finance and Business Management and wide experience of Tea Industry. He has been there in the Tea Industry since 1986 and has exposure of more than 36 years in this.

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10.	No. of Board Meetings Attended during the F.Y. 2018-19	2	6	1	N.A.
11.	List of other listed Companies in which Directorships held as on 31 <sup>st</sup> March, 2019	NIL	1. HIMADRI SPECIALITY CHEMICAL LIMITED 2. HIMADRI CREDIT & FINANCE LTD	NIL	1. DHELAKHAT TEA CO LTD
12.	List of other Companies in which Directorships held as on 31 <sup>st</sup> March, 2019	1. Ashdene Investments Limited 2. Enez Investments Limited 3. Isis Enterprises Limited 4. Maygrove Investments Limited 5. Woodcutter Limited 6. Maru International Limited* 7. JW Properties Private Limited 8. JWR Properties Private Limited	NIL	NIL	NIL
13.	Chairman/Member of the Committee of the Board of other Companies in which he is a Director as on 31.03.2019	NIL	2	NIL	2
14.	Disclosure of relationship between Directors, Managers and Key Managerial Personnel inter-se	Mr. Akhil Kumar Ruia - Son	NIL	NIL	NIL

\* Erstwhile Maru Limited

### **B. 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.

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- 4) Financial performance based on given indicators: (₹ in Lakhs)

	31.03.2019	31.03.2018	31.03.2017
Turnover (Gross):	14468.40	11610.28	12136.45
Net Profit/(Loss) :	403.22	(253.12)*	1.24*

- 5) Foreign investments or collaborations, if any: No investment is made by the Company during f.y. 2018-19.

\* Represent figures calculated under Ind AS provisions.

### II. Information about the appointee:

<b>Name of the appointee:</b>	<b>Sudeep Kumar Ahluwalia</b>
<b>Background details:</b>	Mr. Sudeep Kumar Ahluwalia, aged 54, is the Wholetime Director & KMP of our Company. He is an alumnus of St. Edmunds College, Shilong. He has rich experience of 35 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.
<b>Past remuneration (₹ In Lakhs)</b>	19.61
<b>Recognition or awards</b>	NIL
<b>Job profile and his suitability</b>	He had been entrusted with the charge of our Dhoedaam Tea Estate and also assists our Visiting Agent on operational and administrative matters.
<b>Remuneration proposed</b>	As provided in the notice
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as a Whole-time Director of the Company.
<b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.</b>	Nil

### III. Other information:

- Reasons of loss or inadequate profits: During the year 2018-19, in spite an increase in the production as compared to last year, there was also an impactful increase in the wage rate in Assam and other expenses related to production, resulting significant increase in cost of production.
- 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.
- Expected increase in productivity and profitability in measurable terms: The Company expects substantial increase in production and significant profitability after implementation of its necessary steps for improvement.

### IV. Disclosures:

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