

NOTICE

NOTICE is hereby given that the 7th 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 Wednesday, the 21st day of September, 2016 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, 2016, 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. Akhil Kumar Ruia (DIN 03600526), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of 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 Company, the appointment of M/s. Singhi & Company, Chartered Accountants (Registration No. 302049E), as the Statutory Auditors of the Company, be and is hereby ratified to hold office of Auditors from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting and the Board of Directors be and is hereby authorized to fix their remuneration."

SPECIAL BUSINESS :

4. 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, 2017, 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."

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

Sd/-

Surbhi Shah

Company Secretary

Place: Kolkata

Date : August 8, 2016

NOTICE

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 duly stamped, completed, signed and deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. 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.
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 12th August, 2016.
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. 14th September, 2016 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., 14th September, 2016. 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 14th September, 2016. 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 15th September, 2016 to 21st September, 2016 (both days inclusive) for the purpose of this AGM.**
15. Relevant documents referred to in this Notice is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the AGM.
16. Members whose shareholding is in the electronic mode are requested to update address & bank account

NOTICE

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 7th 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 2016 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 Saturday, the 17th day of September, 2016 at 10.00. a.m and will end on Tuesday, the 20th day of September, 2016 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.
 - (iv) Click on "Shareholders" tab.
 - (v) After that enter your user ID;
For CDSL: 16 digits beneficiary ID;

NOTICE

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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 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.
Date of Birth (DOB)	<p>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.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio.</p> <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.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box

NOTICE

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 20th September, 2016 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.
 26. Route-map to the venue of the AGM is annexed for the convenience of the members.

NOTICE

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

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Debabrata Banerjee & Associates, the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 at remuneration of ₹ 84,000/- per year as their Audit fees.

In accordance with the provisions of Section 148 of the Companies Act, 2014, 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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

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. 4 of the accompanying notice for the approval of the members.

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

Sd/-

Surbhi Shah

Company Secretary

Place: Kolkata

Date: August 8, 2016

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]**

Sl. No.	Name of the Director	Mr. Akhil Kumar Ruia
1.	DIN	03600526
2.	Date of Birth and age	26.11.1981, 35 years
3.	Nationality	British
4.	Date of appointment on Board	28.06.2012
6.	No. of shares held in the Company	24,800 shares
7.	Qualification & Expertise in specific functional area	Mr. Akhil Kumar Ruia holds a degree of MBA from the University of California at Berkeley, U.S.A and Master Degree in Management from the London School of Economics, U.K. Prior to joining our Company, he has worked at Barclays Capital in London, U.K. He has his expertise in Specific Functional Areas of Finance, Administration and General Corporate Areas.
8.	No. of Board Meetings attended during the year 2015-16	6
9.	List of other listed Companies in which Directorships held as on 31st March, 2016	NIL
10.	List of other Companies in which Directorships held as on 31 st March, 2016	1. JW TRADING PRIVATE LIMITED 2. AKR PROPERTIES PRIVATE LIMITED 3. AR REALITY PRIVATE LIMITED 4. JW PROPERTIES PRIVATE LIMITED 5. JWR PROPERTIES PRIVATE LIMITED 6. K R PLYWOOD WORKS PRIVATE LIMITED 7. MAULSHREE DESIGN CO PRIVATE LIMITED
11.	Chairman/ Member of the Committee of the Board of other Companies in which he is a Director as on 31 st March, 2016	Chairman: Nil Member: Nil

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.

Route map to the venue of the 7th AGM of James Warren Tea Ltd



• Dhoedaam Tea Estate, P.O. Borahapjan, Dist. Tinsukia, Assam - 786 150



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 and :

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 **7th ANNUAL GENERAL MEETING** of the Company to be held on Wednesday, the 21st 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 **7thAnnual General Meeting** of the company, to be held on **Wednesday, the 21st day of September, 2016 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		
Ordinary Business:		For	Against	Abstain
1	Adoption of Audited Balance Sheet as at 31st March, 2016 and Profit & Loss Account for the year ended on that date, together with the Report of Board of Directors' and Auditors' thereon.			
2	Approval to the re-appointment of Mr Akhil Kumar Ruia, Director retiring by rotation			
3	Ratification of appointment of M/s Singhi & Company, Chartered Accountants as the statutory auditors of the Company and authorize the Board to fix their remuneration.			
Special Business:				
4	Approval to the appointment of Cost Auditor of the Company and authorize the Board to fix their remuneration.			

Signed this _____ day of _____, 2016

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

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. *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.*
2. *For the 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.*
3. *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.*