



# James Warren Tea Limited

CIN: L15491AS2009PLC009345

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Date: 13.04.2020

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 <b>Scrip Code : 538564</b>	<b>The Calcutta Stock Exchange Ltd.</b> 7, Lyons Range, Kolkata –700 001. <b>Scrip Code : 020263</b>
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Dear Sir/ Madam,

**Sub: Compliance Report on Corporate Governance for the quarter and year ended on March 31, 2020, as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Please find enclosed the Compliance Report on Corporate Governance, for the quarter and year ended on March 31, 2020, as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

**For James Warren Tea Limited**

  
**Pooja Jaiswal**  
**Company Secretary**  
**& Compliance Officer**



Encl: As above

**Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. Name of Listed Entity:

**James Warren Tea Limited**

**Annexure I**

2. Quarter ending:

**31st March, 2020**

<b>I. Composition of Board of Directors</b>												
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Initial Date of Appointment	Date of re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No. of Directorship in the listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in the Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in the Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Anil Kumar Ruia	PAN-ALTPR7011E DIN - 00236660	Chairperson-Non Executive Director	24.09.2012			-	17.12.1955	1	-	Nil	Nil
Mr.	Akhil Kumar Ruia	PAN-BDPPR7921C DIN-03600526	Wholetime Director	28.06.2012	01.07.2018	29.02.2020	-	26.11.1981	0	-	0	Nil
Mr.	Sudeep Kumar Ahluwalia	PAN-ADEPAR8294K DIN-07797775	Wholetime Director	21.04.2017	20.04.2019	31.01.2020	-	07.11.1964	0	-	0	Nil
Mr.	Abhiram Kastur Sheth	PAN-AAGPS7535L DIN-00473105	Non-Executive-Independent Director	27.12.2013	01.04.2019		75 months	02.01.1980	1	1	Nil	Nil
Mr.	Arup Kumar Chowdhuri	PAN-ABVPC0965C DIN-00997826	Non-Executive-Independent Director	27.12.2013	01.04.2019		75 months	05.12.1951	1	1	1	1
Mrs.	Sucharita Basu De	PAN-AIYPB6055A DIN-06921540	Non-Executive-Independent Director	01.10.2014	01.10.2019	01.02.2020	64 months	28.10.1975	0	0	0	0
Mr.	Raghav Lall	PAN-ABNPL5189P DIN-05121368	Non-Executive-Independent Director	11.05.2019			11 months	31.10.1954	2	1	4	Nil
Mr.	Monojit Dasgupta	PAN-ACNPD4868N DIN-07749089	Non-Executive-Independent Director (Independent)	10.08.2019			8 months	17.04.1955	1	1	3	Nil
Mr.	Bhupendra Singh Saklani	PAN-AKQPS5583E DIN-08679443	Wholetime Director	31.01.2020				26.09.1963	1	-	1	Nil
<b>Whether regular chairperson appointed</b>						Yes						
<b>Whether Chairperson is related to managing Director of CEO</b>						No						

*James*



II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Arup Kumar Chowdhuri	Non-Executive-Independent Director-Chairperson	27.12.2013	
		Mr. Monojit Dasgupta	Non-Executive- (Independent) Director-Member	10.08.2019	
		Mr. Raghav Lall	Non-Executive-Independent Director-Member	11.05.2019	
		Mr. Akhil Kumar Ruia	Executive Wholetime Director-Member	27.12.2013	29.02.2020
2. Nomination & Remuneration Committee	Yes	Mr. Arup Kumar Chowdhuri	Non-Executive-Independent Director-Chairperson	27.12.2013	
		Mr. Abhiram Kastur Sheth	Non-Executive-Independent Director-Member	31.03.2014	
		Mrs. Raghav Lall	Non-Executive-Independent Director-Member	09.11.2019	
3. Risk Management Committee(if applicable)	NA	NA	NA	NA	
4. Stakeholders' Relationship Committee	Yes	Mr. Arup Kumar Chowdhuri	Non-Executive-Independent Director-Chairperson	31.01.2020	
		Mr. Bhupendra Singh Saklani	Executive- Wholetime Director-Member	31.01.2020	
		Mr. Raghav Lall	Non-Executive (Independent) Director-	11.05.2019	
		Mr. Monojit Dasgupta	Non-Executive- (Independent) Director-	10.08.2019	
		Mr. Akhil Kumar Ruia	Executive- Wholetime Director-Member	27.12.2013	29.02.2020
		Mr. Sudeep Kumar Ahluwalia	Executive- Wholetime Director-Member	13.04.2017	31.01.2020
		Mrs. Sucharita Basu De	Non-Executive-Independent Director-Chairperson	09.11.2019	01.02.2020
5. Corporate Social Responsibility Committee	Yes	Mr. Bhupendra Singh Saklani	Executive-Wholetime Director-Chairperson	31.01.2020	
		Mr. Arup Kumar Chowdhuri	Non-Executive-Independent Director-	31.01.2020	
		Mr. Monojit Dasgupta	Non-Executive- (Independent) Director-	31.01.2020	
		Mr. Sudeep Kumar Ahluwalia	Executive- Wholetime Director-Chairperson	13.04.2017	31.01.2020
		Mr. Akhil Kumar Ruia	Executive- Wholetime Director-Member	27.12.2013	29.02.2020
		Mrs. Sucharita Basu De	Non-Executive-Independent Director-Member	09.11.2019	01.02.2020

*Final*



III	Meeting of Board of Directors					
	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
	09-Nov-19	31-Jan-20	Yes	6	4	82

IV	Meeting of Committees					
	Audit Committee					
	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
	09-Nov-19	31-Jan-20	Yes	3	2	82

IV	Meeting of Committees					
	Nomination and Remuneration Committee					
	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
	05-Nov-19	31-Jan-20	Yes	2	2	86

IV	Meeting of Committees					
	Stakeholders Relationship Committee					
	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
	09-Nov-19		Yes	3	2	46
	26-Dec-19	31-01-2020	yes	2	1	35

*Final*



<b>IV Related Party Transactions</b>		
	<b>Subject</b>	<b>Compliance Status (yes / No / NA)</b>
	Whether prior approval of audit committee obtained	Yes
	Whether shareholder approval obtained for material RPT	NA
	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA

<b>VI. Affirmation</b>	
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
a	Audit Committee -Yes
b	Nomination & Remuneration Committee -Yes
c	Stakeholders' Relationship Committee -Yes
d	Risk Management Committee(applicable to top 500 listed entites) - NA
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. -Yes
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. -Yes
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes and No comments/observations/advice of Board of Directors has been made.

*For James Warren Tea Limited*



**Pooja Jaiswal**

*Company Secretary & Compliance Officer*

13.04.2020



**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of**

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.jameswarrentea.com
2	Terms and conditions of appointment of independent directors	Yes		www.jameswarrentea.com
3	Composition of various committees of board of directors	Yes		www.jameswarrentea.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.jameswarrentea.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.jameswarrentea.com
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.jameswarrentea.com
8	Policy for determining 'material' subsidiaries	Yes		www.jameswarrentea.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.jameswarrentea.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.jameswarrentea.com
11	email address for grievance redressal and other relevant details	Yes		www.jameswarrentea.com
12	Financial results	Yes		www.jameswarrentea.com
13	Shareholding pattern	Yes		www.jameswarrentea.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.jameswarrentea.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.jameswarrentea.com
21	Materiality Policy as per Regulation 30	Yes		www.jameswarrentea.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.jameswarrentea.com

*Final*



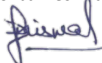
## Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes




Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

For James Warren Tea Limited



Pooja Jaiswal  
Company Secretary & Compliance Officer

Date: 13.04.2020

