



# James Warren Tea Limited

CIN : L15491AS2009PLC009345

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E-mail : sec@jwtl.in, Website : www.jameswarrentea.com

Date: 26.04.2023

<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: Revised Compliance Report on Corporate Governance for the quarter and year ended on March 31, 2023 as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find enclosed the revised Compliance Report on Corporate Governance, for the quarter and year ended on March 31, 2023, as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

For James Warren Tea Limited

*Ayushi Mundhra*

Ayushi Mundhra

(Company Secretary & Compliance Officer)



Encl: As above

1. Name of Listed Entity:

2. Quarter ending:

I. Composition of Board of Directors		Disqualification of Directors under Section 164 of Companies Act, 2013																
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	Whether Director is disqualified?	Start date of Disqualification	End date of Disqualification	Current status	Whether special resolution passed? (Refer Regulation 17(A) of Listing Regulations)	Date of passing of Special resolution	Nr. of Directorship in the listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (in reference to proviso to regulation 17A(D))	Number of memberships in the Audit/Statutory 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 Ruita	PAN-ALTPR7011E DIN - 00236660	Chairperson-Non Executive Director	24.09.2012	-	-	-	17.12.1953	NA	NA	NA	Active	NA	NA	1	-	Nil	Nil
Mr.	Abhiran Kastur Sheth	PAN-AAGPS7535L DIN-00473105	Non-Executive-Independent Director	27.12.2013	01.04.2019	-	111 months	02.01.1980	NA	NA	NA	Active	NA	NA	1	1	Nil	Nil
Mr.	Arup Kumar Chowdhuri	PAN-ABYPC0965C DIN-00997826	Non-Executive-Independent Director	27.12.2013	01.04.2019	-	111 months	05.12.1951	NA	NA	NA	Active	NA	NA	1	1	1	1
Mr.	Raghav Lall	PAN-ABNPL5189P DIN-05121368	Non-Executive-Independent Director	11.05.2019	-	-	47 months	31.10.1954	NA	NA	NA	Active	NA	NA	1	1	2	1
Mr.	Monejit Dasgupta	PAN-ACNPD4868N DIN-07749089	Non-Executive-Independent Director	10.08.2019	-	-	44 months	17.04.1955	NA	NA	NA	Active	NA	NA	1	1	3	1
Mrs.	Shanti Kaur	PAN-ADLPK9009P DIN-08761576	Non-Executive-Non-Independent Director	20.06.2020	-	-	-	18.11.1957	NA	NA	NA	Active	NA	NA	1	-	Nil	Nil
Mr.	Sandip Das	PAN-AQWPD2325B DIN - 07979791	Wholetime Director	25.07.2020	-	-	-	03.01.1975	NA	NA	NA	Active	NA	NA	1	-	2	Nil

Whether regular chairperson appointed

Yes

Yes

Whether Chairperson is related to Promoter

Yes

Yes



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. Sandip Das	Executive- Wholetime Director - Member	25.07.2020	-
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	-
3. Risk Management Committee(if applicable)	NA	Mr. Raghav Lall	Non-Executive-Independent Director-Member	09.11.2019	-
		NA	NA	NA	-
4. Stakeholders' Relationship Committee	Yes	Mr. Raghav Lall	Non-Executive-Independent Director-Chairperson	11.05.2019	-
		Mr. Monojit Dasgupta	Non-Executive-Independent Director-Member	10.08.2019	-
		Mr. Sandip Das	Executive - Wholetime Director - Member	25.07.2020	-
5. Corporate Social Responsibility Committee	Yes	Mr. Arup Kumar Chowdhuri	Non-Executive-Independent Director-Chairperson	31.01.2020	-
		Mr. Monojit Dasgupta	Non-Executive-Independent Director-Member	31.01.2020	-
		Mr. Sandip Das	Executive- Wholetime Director - Member	25.07.2020	-



III Meeting of Board of Directors						
Date(s) of Meeting (Enter dates of previous quarter and current quarter in chronological order)	Whether requirement of quorum met	Total number of directors as on the date of the meeting	Number of Directors present* (All Directors including ID)	Number of Independent Directors attending the meeting*	Maximum gap between any two consecutive (in number of days)	
14-11-2022	Yes	7				Nil
14-02-2023	Yes	7	7	4		91

IV Meeting of Committees							
Date(s) of Meeting (Enter dates of previous quarter and current quarter in chronological order)	Whether requirement of quorum met	Total number of directors as on the date of the meeting	Number of Directors present (All directors including IDs)	Number of Independent Directors attending the meeting*	Maximum gap between any two consecutive (in number of days)	No. of members attending the meeting (Other than the BOD)	
<u>Audit Committee</u>							
14-11-2022	Yes	4	4		Nil		0
14-02-2023	Yes	4	4	3	91		0

V Meeting of Committees							
Date(s) of Meeting (Enter dates of previous quarter and current quarter in chronological order)	Whether requirement of quorum met	Total number of directors as on the date of the meeting	Number of Directors present (All directors including IDs)	Number of Independent Directors attending the meeting*	Maximum gap between any two consecutive (in number of days)	No. of members attending the meeting (Other than the BOD)	
<u>Nomination &amp; Remuneration Committee</u>							
14-02-2023	Yes	3	3	3	Nil		0

VI Meeting of Committees							
Date(s) of Meeting (Enter dates of previous quarter and current quarter in chronological order)	Whether requirement of quorum met	Total number of directors as on the date of the meeting	Number of Directors present (including ID)	Number of Independent Directors attending the meeting*	Maximum gap between any two consecutive (in number of days)	No. of members attending the meeting (Other than the BOD)	
<u>Stakeholders Relationship Committee</u>							
14-11-2022	Yes	3	2		Nil		0
14-02-2023	Yes	3	3	2	91		0

VII Meeting of Committees							
Date(s) of Meeting (Enter dates of previous quarter and current quarter in chronological order)	Whether requirement of quorum met	Total number of directors as on the date of the meeting	Number of Directors present (including ID)	Number of Independent Directors attending the meeting*	Maximum gap between any two consecutive (in number of days)	No. of members attending the meeting (Other than the BOD)	
<u>Corporate Social Responsibility Committee</u>							
14-02-2023	Yes	3	3	2	Nil		0

\* to be filled for only current quarter meetings





V. Related Party Transactions		Compliance Status (yes / No / NA)
<b>Subject</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

VI. Affirmation	
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 entities) - 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

For James Warren Tea Limited

Ayushi Mondhra

Ayushi Mondhra

Company Secretary & Compliance Officer

15-04-2023





Annexure II		Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)	
I. Disclosure on website in terms of Listing Regulations			
Sr	Item	Compliance status (Yes/No/NA) (Yes/No/NA) 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	Yes	www.jameswarrentea.com
7	Policy on dealing with related party transactions	Yes	www.jameswarrentea.com
8	Policy for determining 'material' subsidiaries	NA	NA
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	E-mail 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	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	NA
16	New name and the old name of the listed entity	NA	NA
17	Advertisements as per regulation 47 (1)	Yes	www.jameswarrentea.com
18	Credit rating or revision in credit rating obtained	NA	NA
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	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	NA
23	It is certified that these contents on the website of the listed entity are correct	Yes	www.jameswarrentea.com

**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)	Yes	
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)	NA	
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)	NA	
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	

1	Name of signatory	Ayushi Mundhra
2	Designation	Company Secretary and Compliance Officer





Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		

Annexure II		
1	Name of signatory	Ayushi Mundhra
2	Designation	Company Secretary and Compliance Officer





**Additional Half yearly Disclosure**

Applicability of disclosure	Not Applicable
Reason for Non Applicability	<b>The Company has not given any loans, guarantees or provided any securities</b>

**I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below**

<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>		
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

**(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By**

<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by**

<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

**(D) Additional Information**

**II. Affirmations**

<b>Affirmations</b>	<b>Compliance Status</b>	<b>Company Remarks</b>
All loans (or other form of debt), guarantees, comfort letters (by whatever		
Name		
Designation		
Place		
Date		

