



James Warren Tea Limited

CIN : L15491AS2009PLC009345

12, Pretoria Street, Kolkata 700 071, Telephone : 91-33-4034 1000, Telefax : 91-33-4034 1015

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

Date: 07.04.2022

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

Sub: Compliance Report on Corporate Governance for the quarter and year ended on March 31, 2022 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, 2022, 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

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

Annexure I

1. Name of Listed Entity: James Warren Tea Limited
2. Quarter ending: 31st March, 2022

L. Composition of Board of Directors												
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 Directorships in the listed	No. of Independent Directorship	Number of memberships in the	No. of post of Chairperson in the Audit/
Mr.	Anil Kumar Ruia	PAN-ALTPR7011E DIN - 00236660	Chairperson-Non Executive Director	24.09.2012	-	-	-	17.12.1955	1	-	Nil	Nil
Mr.	Abhiram Kastur Sheth	PAN-AAGPS7535L DIN-00473105	Non-Executive-Independent Director	27.12.2013	01.04.2019	-	99 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	-	99 months	05.12.1951	1	1	1	1
Mr.	Raghav Lall	PAN-ABNPL5189P DIN-05121368	Non-Executive-Independent Director	11.05.2019	-	-	35 months	31.10.1954	1	1	2	1
Mr.	Monojit Dasgupta	PAN-ACNPD4868N DIN-07749089	Non-Executive-Independent Director	10.08.2019	-	-	32 months	17.04.1955	1	1	3	1
Mrs.	Shanti Kaur	PAN-ADLPK9009P DIN-08761576	Non-Executive-Non-Independent Director	20.06.2020	-	-	-	18.11.1957	1	-	Nil	Nil
Mr.	Sandip Das	PAN - AQWPD2325B DIN - 07979791	Wholetime Director	25.07.2020	-	-	-	03.01.1975	1	-	2	Nil
Whether regular chairperson appointed												
Whether Chairperson is related to managing Director of CEO												
Yes												
No												



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 (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 (other than ID)	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
	29-11-2021	14-02-2022	Yes	2	4	76

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 (other than ID)	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
	29-11-2021	14-02-2022	Yes	1	3	76

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 (other than ID)	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
	29-11-2021	14-02-2022	Yes	-	2	76

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 (other than ID)	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
	01-11-2021	14-02-2022	Yes	-	2	104

V	Meeting of Committees	Corporate Social Responsibility 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 (other than ID)	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
		14-02-2022	Yes	-	2	-



IV	Related Party Transactions	Compliance Status (Yes / No / NA)
	Subject	Yes / No / NA
	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 Mundhra

Company Secretary & Compliance Officer
07-04-2022



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)	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	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	The Company has not given any loans, guarantees or provided any securities		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
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			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
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			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
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			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever			
Name			
Designation			
Place			
Date			

