

Quarter and Year Ended Corporate Governance Report u/r 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: James Warren Tea Limited
 2. Quarter ending: 31st March, 2018

Annexure I

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term/cessation	Tenure (in months)	No. of Directorship in the listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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 - 0236660	Chairperson-Non Executive Director	24.09.2012	-	1	Nil	Nil
Mr.	Akhil Kumar Ruia	PAN-BDPPR7921C DIN-03600526	Wholetime Director	01.07.2015	-	1	2	Nil
Mr.	Sudeep Kumar Ahluwalia	PAN-ADEPA8294K DIN-07797775	Wholetime Director	21.04.2017	-	1	1	Nil
Mr.	Abhiram Kastur Sheth	PAN-AAGPS7535L DIN-00473105	Non-Executive-Independent Director	01.04.2014	48 months	1	Nil	Nil
Mr.	Arup Kumar Chowdhuri	PAN-ABVPC0965C DIN-00997826	Non-Executive-Independent Director	01.04.2014	48 months	1	2	2
Mr.	Rajendra Kumar Kanodia	PAN-AAIPK4932B DIN-00101022	Non-Executive-Independent Director	Appointed - 01.04.2014 & Ceased - 01.02.2018	46 months	0	0	0
Mrs.	Sucharita Basu De	PAN-AIYPB6055A DIN-06921540	Non-Executive-Independent Director	01.10.2014	42 months	2	2	Nil



II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nonminee)
1. Audit Committee	Mr. Rajendra Kumar Kanodia*	Non-Executive-Independent Director-Chairperson
	Mr. Akhil Kumar Ruia	Wholetime Director-Member
	Mr. Arup Kumar Chowdhuri**	Non-Executive-Independent Director-Chairperson
	Mrs. Sucharita Basu De	Non-Executive-Independent Director-Member
*Resigned and ceased from chairperson w.e.f 01.02.2018 **Inducted as Chairperson w.e.f 01.02.2018		
2. Nomination & Remuneration Committee	Mr. Arup Kumar Chowdhuri	Non-Executive-Independent Director-Chairperson
	Mr. Akhil Kumar Ruia	Wholetime Director-Member
	Mr. Abhiram Kastur Sheth	Non-Executive-Independent Director-Member
	Mrs. Sucharita Basu De	Non-Executive-Independent Director-Member
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee'	Mr. Arup Kumar Chowdhuri	Non-Executive-Independent Director-Chairperson
	Mr. Akhil Kumar Ruia	Wholetime Director-Member
	Mr. Sudeep Kumar Ahluwalia	Wholetime Director-Member
5. Corporate Social Responsibility Committee	Mr. Sudeep Kumar Ahluwalia	Wholetime Director-Chairperson
	Mr. Akhil Kumar Ruia	Wholetime Director-Member
	Mr. Arup Kumar Chowdhuri	Non-Executive-Independent Director-Member



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	Maximum gap between any two consecutive (in number of days)
18th November, 2017	14th February, 2018	87

IV. Meeting of Committees - Audit Committee			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
14th February, 2018	Yes Present: Mr. Arup Kumar Chowdhuri - Chairman Mr. Akhil Kumar Ruia – Member Mr. Sucharita Basu De – Member	18th November, 2017	87

Meeting of Committees - Nomination & Remuneration Committee			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
23rd March, 2018	Yes Present: Mr. Arup Kumar Chowdhuri - Chairman Mr. Akhil Kumar Ruia – Member Mr. Sucharita Basu De – Member	-	-

Meeting of Committees - Stakeholders' Relationship Committee			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
14th February, 2018	Yes Present: Mr. Arup Kumar Chowdhuri - Chairman Mr. Akhil Kumar Ruia – Member	18th November, 2017	-

* Maximum Gap between any two consecutive meetings in number of days have been provided for Audit Committee only as required under SEBI (Listing Obligations and Disclosures Requirements), Regulations 2015.

V. Related Party Transaction	
Subject	Compliance Status (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 Audit Committee	NA

VI. Affirmation

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee -Yes
 - Nomination & Remuneration Committee -Yes
 - Stakeholders' Relationship Committee -Yes
 - Rish Management Committee(applicable to top 100 listed entites) - NA
- 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
- 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
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. No comments/observations/advice of Board of Directors has been made.

For James Warren Tea Limited



Gyanendra Singh
Company Secretary & Compliance Officer



Compliance Report on Corporate Governance for the Financial Year ended 31.03.2018

Name of the Listed Entity: James Warren Tea Limited

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	N.A.	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N. A.	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N. A.	
New name and the old name of the listed entity	N. A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	N.A
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N. A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

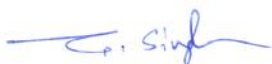


Approval for material related party transactions	23(4)	N. A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N. A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N. A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied - **N. A.**

For James Warren Tea Limited



Gyanendra Singh
Company Secretary & Compliance Officer

