



# 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: 16.10.2023**

<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: Compliance Report on Corporate Governance for the quarter ended on September 30, 2023 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 ended on September 30, 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:

James Warren Tea Limited  
30th September, 2023

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

Annexure 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 7/Refer Regulation 17(1A) of Listing Regulations?	Date of passing of Special resolution	No. 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(1))	Number of memberships in the job/ Committees/ Inter-locks (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in the Audit/ Statutory Committees including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr	Anil Kumar Ruita	PAN-ALTPR7011E DIN - 002366660	Chairperson-Non Executive Director	24.09.2012	-	-	-	17.12.1955	NA	NA	NA	Active	NA	NA	1	-	Nil	Nil	
Mr	Abhram Kasur Sheeh	PAN-AAGPS7535SL DIN-00473105	Non-Executive-Independent Director	27.12.2013	01.04.2019	-	117 months	02.01.1980	NA	NA	NA	Active	NA	NA	1	1	Nil	Nil	
Mr	Arun Kumar Chowdhuri	PAN-ABVPC0965C DIN-00997826	Non-Executive-Independent Director	27.12.2013	01.04.2019	-	117 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	-	-	53 months	31.10.1954	NA	NA	NA	Active	NA	NA	1	1	2	1	
Mr	Monsi Dasgupta	PAN-ACNPD4868N DIN-07749089	Non-Executive-Independent Director	10.08.2019	-	-	50 months	17.04.1955	NA	NA	NA	Active	NA	NA	1	1	3	1	
Mrs	Shanti Kaur	PAN-ADL PK9009P 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-AQWPHD2335B DIN - 07979791	Whole-time Director	25.07.2020	-	-	-	03.01.1975	NA	NA	NA	Active	NA	NA	1	-	2	Nil	

Whether regular chairperson appointed  
Whether Chairperson is related to Promoter

Yes  
Yes

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 Kasur Sheth	Non-Executive-Independent Director-Member	31.03.2014	-
		Mr. 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. 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	-
		Mr. Arup Kumar Chowdhuri	Non-Executive-Independent Director- Chairperson	31.01.2020	-
5. Corporate Social Responsibility Committee	Yes	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)
	29-May-23	Yes	7	7	4	Nil
	10-Aug-23	Yes	7	6	4	72

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>						
	29-May-23	Yes	4	4	3	Nil	0
	10-Aug-23	Yes	4	4	3	72	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>						
	27-May-23	Yes	3	2	2	Nil	0
	09-Aug-23	Yes	3	2	2	73	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>						
	27-May-23	Yes	3	2	1	NA	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>						
	27-May-23	Yes	3	2	1	Nil	0
	09-Aug-23	Yes	3	3	2	73	0

\* to be filled for only current quarter meetings



V. Related Party Transactions	Compliance Status (Yes / No / NA)
Subject	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

Ayushi Mundhra



Company Secretary & Compliance Officer

16-10-2023

<b>Details of Cyber security incidence</b>			
Whether as per regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the Event	NA	Brief details of the event	NA



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		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
<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>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or</b>			
<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			
<b>(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>			
<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			
<b>(D) Additional Information</b>			
<b>II. Affirmations</b>			
<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			



Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors' report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(2)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				
Add Notes				

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Annexure III	
1	Name of signatory
2	Designation
	AYUSHI MUNDHRA
	Company Secretary and Compliance Officer





Signatory details	
Name of Signatory	AYUSHI MUNDHRA
Designation of person	COMPANY SECRETARY AND COMPLIANCE OFFICER
Place	KOLKATA
Date	16-10-2023

