James Warren Tea Limited

CIN : L15491AS2009PLC009345

12, Pretoria Street, Kolkata 700 071, Telephone : 033-4034 1000, Telefax : 033-4034 1015

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

Date: 29.04.2025

To,

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400 001

Scrip Code : 538564

Dear Sir/ Madam,

Sub: Compliance Report on Corporate Governance for the quarter and year ended on March 31, 2025 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, 2025, as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

For James Warren Tea Limited

Ayushi Mundhra

JAMES WARREN TEA LIMITED Kolkata

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, 2025

I. 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	Disqualification of Directors under Section164 of Companies Act, 2013: Whether Director is disqualified?	Start date of Disqualification	End date of disqualification	Current status	Whether special resolution passed ?[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 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	NA	NA	NA	Active	NA	NA	1	0	0	0
Mr.	Raghav Lall	PAN-ABNPL5189P DIN-05121368	Non-Executive-Independent Director	11.05.2019	11.05.2024	-	71 months	31.10.1954	NA	NA	NA	Active	NA	NA	2	2	4	1
Mr.	Monojit Dasgupta	PAN-ACNPD4868N DIN-07749089	Non-Executive-Independent Director	10.08.2019	10.08.2024	-	68 months	17.04.1955	NA	NA	NA	Active	NA	NA	2	2	3	2
Mr.	Mr. Rajeev Takru	PAN-ABSPT2937L DIN-00023796	Non-Executive-Independent Director	23.03.2024	-	-	13 months	05.05.1955	No	NA	NA	Active	NA	NA	1	1	1	0
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	0	0	0
Mr.	Sandip Das	PAN - AQWPD2325B DIN - 07979791	Wholetime Director	25.07.2020	25.07.2024	-	-	03.01.1975	NA	NA	NA	Active	NA	NA	1	0	2	0

Whether regular chairperson appointed	Yes
Whether Chairperson is related to Promoter	Yes

JAMES WARREN TEA LIMITED Kolkata

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. Monojit Dasgupta	Non-Executive-Independent Director-Chairperson	10.08.2019	-
		Mr. Raghav Lall	Non-Executive- Independent Director-Member	11.05.2019	-
		Mr. Rajeev Takru	Non-Executive-Independent Director-Member	23.03.2024	-
		Mr. Sandip Das	Executive- Wholetime Director - Member	25.07.2020	-
2. Nomination & Remuneration Committee	Yes	Mr. Raghav Lall	Non-Executive-Independent Director-Chairperson	09.11.2019	-
		Mr. Monojit Dasgupta	Non-Executive-Independent Director-Member	23.03.2024	-
		Mr. Rajeev Takru	Non-Executive-Independent Director-Member	23.03.2024	-
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	-
5. Corporate Social Responsibilty Committee	Yes	Mr. Monojit Dasgupta	Non-Executive-Independent Director-Chairperson	31.01.2020	-
		Mr. Rajeev Takru	Non-Executive-Independent Director-Member	23.03.2024	-
		Mr. Sandip Das	Executive- Wholetime Director - Member	25.07.2020	-

JAMES WARREN TEA LIMITED ★ Kolkata

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)
	14-11-24	Yes	6	5	3	Nil
	06-12-24	Yes	6	4	3	21
	14-02-25	Yes	6	5	3	69

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)
	Audit Committee						
	14-11-24	Yes	4	4	3	Nil	0
	14-02-25	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)
	Nomination & Remuneration Committee						
	13-02-25	Yes	3	2	2	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)
	Stakeholders Relationship Committee						
	13-11-24	Yes	3	2	1	Nil	0
	13-02-25	Yes	3	2	1	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)
	Corporate Social responsibility Committee						
	13-02-25	Yes	3	3	2	Nil	0

* to be filled for only current quarter meetings

JAMES WARREN TEA LIMITED
Kolkata

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 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	

For James Warren Tea Limited

Ayushi Mundhra

JAMES WARREN TEA LIMITED Kolkata

Ayushi Mundhra

Company Secretary & Compliance Officer

29-04-25

Details of Cyber security incidence			
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

JAMES WARREN TEA LIMITED
Kolkata

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 LODR

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		www.jameswarrentea.com
1.2	Memorandum of Association and Articles of Association	Yes		www.jameswarrentea.com
1.3	Brief Profile of board of directors including directorships and full-time positions in body corporate	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	Yes		www.jameswarrentea.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.jameswarrentea.com
10	E-mail address for grievance redressal and other relevant details	Yes		www.jameswarrentea.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		
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
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity to analysts or institutional investors meets, post earnings or quaterly calls prior to beginning of such events	NA		NA
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	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		www.jameswarrentea.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		NA
20	Secretarial Compliance Report	Yes		www.jameswarrentea.com
21	Materiality Policy as per Regulation 30(4)	Yes		www.jameswarrentea.com
22	Disclsoure of contact details of KMP whose are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.jameswarrentea.com
23	Disclosure under regulation 30(8)	Yes		www.jameswarrentea.com
24	Statement of deviation(s) or variation(s) as specified in regulation 32	NA		NA
25	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		NA
26.1	Annual Return as provided under section 92 of the Companies Act, 2013	Yes		www.jameswarrentea.com
26.2	Employee Benefit Scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA		NA
27	Confirmation that the above disclosures are in separate section as specified under regulation 46(2)	Yes		www.jameswarrentea.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.jameswarrentea.com
29	Disclosure on notes on website in terms of Listing Regulations explanatory [Text Block]	Add Notes		

JAMES WARREN TEA LIMITED
Kolkata

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)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17 (1E)	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	Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the risk management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1),(1A),(5),(6) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of Independent directors	25(3) & (4)	Yes	
40	Familiarization of Independent directors	25(7)	Yes	
41	Declaration from Independent directors	25(8) & (9)	Yes	
42	Directors and officers Insurance	25(10)	NA	
43	Confirmation with respect to appointment of independent directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	NA	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in security of the lsited entity	26(6)	NA	
48	Vacancies in respect Key Manegerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	

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

JAMES WARREN TEA LIMITED ★ Kolkata

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	Yes
	Any other information to be provided	

Annexure II

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

JAMES WARREN TEA LIMITED
Kolkata

Signatory details	
Name of Signatory	AYUSHI MUNDHRA
Designation of person	COMPANY SECRETARY AND COMPLIANCE OFFICER
Place	KOLKATA
Date	29-04-25

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Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

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Disclosure of Imposition of Fine or Penalty

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Add Notes

			Any Other Information for Disclosure of Imposition of Fine or Penalty		
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
Add	Delete				
1	Income Tax Department	Order u/s 270A of the Income Tax Act, 1961	22-03-2025	Contravention of the provisions of Section 270A of Income Tax Act, 1961	384851