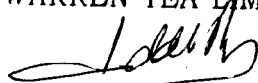


Name of the Company : Warren Tea Limited

Quarter ended 30 th June,2014

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
I.Board of Directors	49(I)		
(A) Composition of Board	49(IA)	Yes	The Company already has a woman on its Board of Directors.
The Board of directors of the company shall have an optimum combination of executive and non-executive directors with not less than fifty percent of the board of directors comprising of non-executive directors. If The Chairman of the Board is a non-executive director , at least one-third of the Board should comprise of independent directors.			
(B) Non-executive Directors' Compensation and disclosures	49(IB)		
Remuneration of Non-executive Directors including independent Directors to be fixed by the Board of Directors and previous approval of the Shareholders to be taken in General Meeting		Yes	No remuneration other than sitting fees are paid to the non-executive Directors Prior approval of Shareholders though no longer applicable has been obtained.
The Shareholders' resolution to specify the limits for the maximum number of stock options that can be granted to non-executive directors including independent directors, in any financial year and in aggregate			Not applicable
Disclosure to be made on remuneration of Directors in the section on Corporate Governance in Annual Report		Yes	

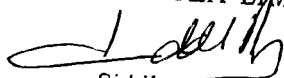
WARREN TEA LIMITED



Siddhartha Roy
President-Legal
& Company Secretary

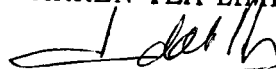
Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
(C) Other provisions as to Board and Committees	49(IC)		
Meetings of the Board of Directors to be held at least four times a year with a maximum gap of four months between any two meetings		Yes	
Minimum information to be made available to the Board		Yes	
A Director of the Company should be a Member or Chairman of specified number of committees in other companies		Yes	
Notifications of committee positions and changes in the positions occupied by the Directors in various committees in other companies			None such in this quarter
Board to periodically review compliance reports of all Laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances		Yes	
(D) Code of Conduct	49(ID)		
The Board to lay down a code of conduct for all Board members and senior management of the Company		Yes	
The code of conduct to be posted on the website of the Company		Yes	
All Board members and senior management personnel to affirm compliance on an Annual Basis		Yes	Affirmations are received after year end for the preceding year
The Annual Report of the Company to contain a declaration to this effect signed by the CEO		Yes	

WARREN TEA LIMITED


Siddhartha Roy
President-Legal
& Company Secretary

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
II. Audit Committee	49(II)		
(A) Qualified and Independent Audit Committee	49(IIA)		
The audit committee shall have minimum three directors as members. Two-thirds of the members of audit committee shall be independent directors		Yes	
All members of the Audit Committee are to be financially literate and at least one member accounting or related financial management expertise		Yes	
The Chairman of the Audit Committee is an independent director		Yes	
The Chairman to be present at the Annual General Meeting (AGM) to answer shareholders' queries			Not applicable in this quarter
The Executive Directors and other senior management personnel are invited as thought appropriate. The Internal and Statutory Auditors are invitees.		Yes	
The President -Legal and Company Secretary is the secretary of the Committee		Yes	
(B) Meeting of the Audit committee	49(II B)		
There should be at least four meetings in a year with a gap of not more than four months between any two such meetings and at each meeting a quorum should be formed with specified number of members		Yes	

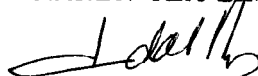
WARREN TEA LIMITED



Siddhartha Róy
President-Legal
& Company Secretary

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
(C) Powers of Audit Committee Powers of the Committee to be in consonance with Clause 49 as well as Section 177 of the Companies Act,2013	49(IIC)	Yes	
(D)Role of Audit Committee Role of the Committee to be in consonance with Clause 49 as well as Section 177 of the Companies Act,2013.	49(IID)	Yes	
(E)Review information by Audit Committee Audit Committee to review the information as specified in 1 to 5 of Clause 49(IIE)	49(IIE)	Yes	
III.Subsidiary Companies	49(III)	No	The Company has no subsidiary companies.
IV.Disclosures	49(IV)		
(A) Basis of related party transactions statement and details of transactions as specified in Clause 49 to be placed before the Audit Committee	49(IVA)	Yes	
(B)Disclosure of Accounting treatment to be made in the Corporate Governance Report	49(IVB)		Not applicable since there has been no treatment in the Accounts different from that of the Accounting Standard.
(C) Board Disclosures Company to lay down procedures to inform the Board members about risk assessment and minimisation procedures and such procedures to be periodically reviewed to ensure control of risk through means of a properly defined frame work by the Executive Management	49(IVC)	Yes	
(D)Proceeds from Public issues ,Rights issues, Preferential issues etc.	49(IVD)		Not applicable

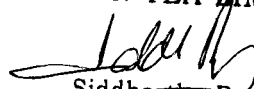
WARREN TEA LIMITED



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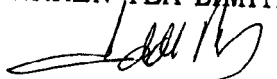
Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
(E) Remuneration of Directors Disclosures as specified to be made in the Annual Report	49(IVE)	Yes	
(F) Management Management Discussion and Analysis Report to form part of Annual Report	49(IVF)	Yes	
Disclosure to be made to the Board by Senior Management regarding any material, financial and commercial transactions having personal interest that may be potentially conflicting with Company's interest			None such
(G) Shareholders Information specified in this clause on Corporate Governance in case of a Director appointed or reappointed and disclosure of relationship between directors inter-se .	49(IVG)	Yes	Would be furnished along with Notice of Annual General Meeting
Quarterly Results to be put on Company's website or sent to the Stock Exchanges in compliance with the Listing Agreement with the Stock Exchanges		Yes	
Shareholders' Relationship Committee with a non-executive Chairman for reviewing Investors' Grievance on a regular basis		Yes	
Share Transfer formalities to be complied once a fortnight by a delegated authority		Yes	

WARREN TEA LIMITED


Siddhartha Roy
President-Legal
& Company Secretary

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
V.CEO/CFO Certification	49(V)	Yes	
VI.Report on Corporate Governance A detailed compliance report on Corporate Governance to be included in the Annual Report	49(VI)	Yes	
Quarterly Compliance Report to be submitted to the stock exchanges within 15 days from the close of the Quarter as per given Format		Yes	
VII.Compliance	49(VII)		
The Company to obtain Certificate of Compliance of conditions of Corporate Governance and send the same to the Shareholders and stock exchanges together with the Annual Report		Yes	
Disclosure of compliance with mandatory requirements and adoption (and compliance) non-adoption of the non-mandatory requirements to be made in the Annual Report		Yes	

WARREN TEA LIMITED


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& Company Secretary