



# JOONKTOLLEE TEA & INDUSTRIES LTD.

CIN NO. : L01132WB1900PLC000292

June 23, 2021

The Secretary,  
**BSE Ltd.**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

Dear Sir,

Scrip Code : 538092

**Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2021.**

Please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2021, as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking You,

Yours faithfully,  
For **JOONKTOLLEE TEA & INDUSTRIES LTD.**

Manager (Finance) & Company Secretary  
Membership No. ACS 21047

Encl : As above.

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**TEA ESTATES : JOONKTOLLEE • JAMIRAH • NILMONI • GOOMANKHAN • PULLIKANAM • COFFEE ESTATE : COWCOODY**  
**RUBBER ESTATES : CHEMONI • ECHIPARA & PUDUKAD**

JOONKTOLLEE TEA & INDUSTRIES LIMITED

Secretarial Compliance report for the year ended March 31, 2021

I have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. Joonktollee Tea & Industries Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31/03/2021 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

Compliance under the specific Regulations, to the extent applicable whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;- The Company has sought approval of shareholders through postal ballot during the year for Issue of Equity Shares on Rights Basis. BSE Limited has approved the 'Draft Letter of Offer' for issue of Equity Shares of the Company on rights basis having face value of Rs. 10/- each to the eligible equity shareholders of the Company of an issue size upto Rs.24.90 crores.

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – there were no events requiring compliance during the review period)

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 –;  
(there were no events requiring compliance during the review period)

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 –;  
(there were no events requiring compliance during the review period)



(g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 -; (there were no events requiring compliance during the review period)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities (Depositories and Participants) Regulations, 2018 and circulars and guidelines issued thereunder and based on the above examination and considering the relaxation granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID -19 pandemic, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sl. No.	Compliance Requirement (Regulations/ Circulars/ Guidelines including Specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1.	Regulation 17(1)(c) of the SEBI (LODR) Regulations, 2015	The Board of Directors of top 2000 listed entities w.e.f., 1 <sup>st</sup> April, 2020 shall comprises of not less than six Directors	The Company's financial performance had taken a beating since last 4 years, as the plantation industry in which the Company operates has been reeling under pressure of rising costs & lower profitability. Although the Board of Directors had initiated the process of expanding the Board in Financial Year 2020-2021 itself. Lockdown & restrictions imposed due to COVID-19 pandemic throughout the country delayed the process of identifying suitable candidates. However, the Company has complied with mentioned provisions w.e.f., 26/08/2020 as the pandemic situation eased.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/~~its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars)~~ under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



Sl. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment etc	Observations/ Remarks of the Practising Company Secretary, if any
1.	BSE Ltd.	Non- Compliance of Regulation 17(1)( c) of SEBI (LODR) Regulations, 2015	Fine levied by BSE	The Company has paid the fine and given its submission to BSE Ltd. requesting the waiver/refund of the same in view of the extraordinary circumstances prevailing last year.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended.... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
<i>NOT APPLICABLE</i> as the Annual Secretarial Compliance Report for the financial year ended 31.03.2020 did not contain any observation detailing the action to be taken				

Further in terms of SEBI circular in respect of resignation of statutory auditors from listed entities and their material subsidiaries, the listed entity has suitably modified the terms of appointment of the statutory auditors to give effect to clause 6(A) and 6(b) of Circular No. CIR/CFD/CMDA/114/2019 dated October 18, 2019.

Place: Kolkata

Date: 18/06/2021



*S. Kapoor*  
SWEETY KAPOOR

Practising Company Secretary

FCS: 6410, COP: 5738

UDIN: F006410C000481676