

Joonktollee Tea & Industries Ltd.

21, Strand Road, Kolkata-700 001

Quarterly Compliance Report On Corporate Governance

Name of the Company : **JOONKTOLLEE TEA & INDUSTRIES LIMITED**

Quarter ending on : September, 2015

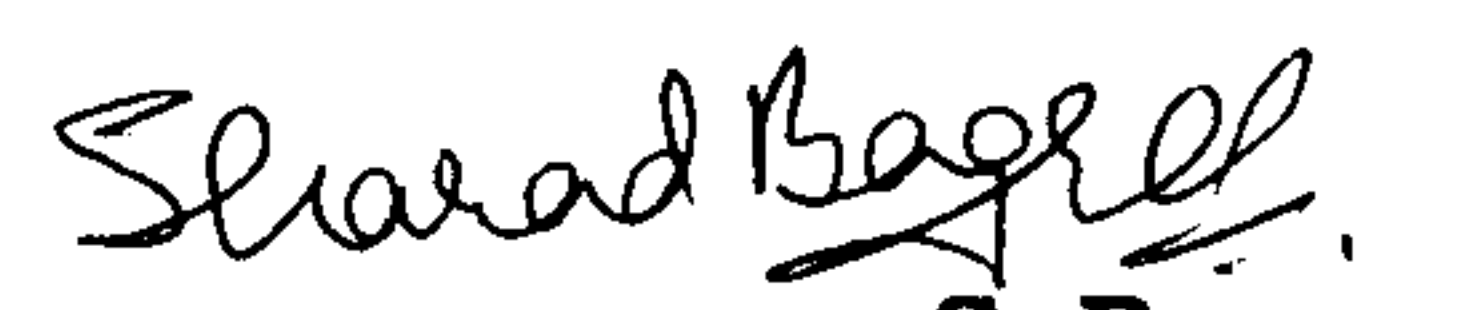
| Particulars | | Clause of Listing Agreement | Compliance Status Yes / No | Remarks |
|-------------|---|-----------------------------|----------------------------|--|
| II. | Board of Directors | 49(II) | | |
| (A) | Composition of Board | 49(IIA) | Yes | Total strength of the Board is 7 Directors, of which 6 are Non – Executive Directors (NED) and 1 is Executive Director (ED). The Board has 4 Independent NED; 1 Promoter Non – Executive Chairman; 1 Woman Promoter NED and 1 Non – Promoter Professional ED. Shri Hemant Bangur, Executive Vice Chairman of the Company resigned from the office of Managing Director designated as Executive Vice Chairman w.e.f. 12 th August, 2015. However, he is continuing as a Director of the Company. The Board decided to appoint Shri Hemant Bangur as Chairman of the Company in its meeting held on 12 th August, 2015. |
| (B) | Independent Directors | 49(IIB) | Yes | Total no. of Independent Directors on the Board is 4. |
| (C) | Non-Executive Directors' compensation & disclosures | 49(IIC) | Yes | Apart from receiving sitting fees, Independent Directors do not have any material pecuniary relationships or transactions with the Company, Subsidiaries or Associate Companies. |
| (D) | Other provisions as to Board and Committees | 49(IID) | Yes | The Company holds a minimum of 4 Board Meetings in each year and the maximum time gap between 2 Meetings is not more than 120 days. It is also ensured that no Director is a Member in more than 10 Committees or acts as Chairman of more than 5 Committees across all Companies in which he is a Director. |
| (E) | Code of Conduct | 49 (IIE) | Yes | Code of Conduct duly approved by the Board, has been made applicable to the Board of Directors and Senior Managerial Personnel of the Company. It has also been uploaded on the website of the Company. |

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For JOONKTOLLEE TEA & INDUSTRIES LTD.2

Shivraj Baghel
Company Secretary

| Particulars | | Clause of Listing Agreement | Compliance Status Yes / No | Remarks |
|-------------|--|-----------------------------|----------------------------|---|
| (F) | Whistle Blower Policy | 49(IIF) | Yes | The Company has established a Vigil Mechanism for Directors and Employees. It has also been uploaded on the website of the Company. |
| III. | Audit Committee | 49(III) | | |
| (A) | Qualified & Independent Audit Committee | 49(IIIA) | Yes | Total strength of the Committee is 3 members, of which, all 3 are Independent including Chairman. All the Members of the Committee are financially literate The Committee has been reconstituted vide circular resolution dated 20 th July, 2015 by inducting Shri B.R. Bhansali, Independent Director of the Company as member in place of Shri G.D. Bangur who ceased to be a member of the Committee due to his demise on 8 th June, 2015. |
| (B) | Meeting of Audit Committee | 49(IIIB) | Yes | At least 4 meetings are held in a year and the time gap between 2 meetings is not more than 4 months. Normally all Independent Members attend the meeting. |
| (C) | Powers of Audit Committee | 49(IIIC) | Yes | Includes the matters referred to in this Clause and Section 177 of the Companies Act, 2013. |
| (D) | Role of Audit Committee | 49(IIID) | Yes | Includes the matters referred to in this Clause and Section 177 of the Companies Act, 2013. |
| (E) | Review of Information by Audit Committee | 49(IIIE) | Yes | The relevant informations referred to in this Clause is submitted to the Audit Committee for their review on an ongoing basis. |
| IV. | Nomination and Remuneration Committee | 49 (IV) | Yes | Total strength of the Committee is 3 members, of which, all 3 are Independent including Chairman. |
| V. | Subsidiary Companies | 49(V) | Yes | The Company has appointed Independent Directors of the Board in each of the Unlisted Subsidiary Companies. Minutes of the Board Meeting of the Unlisted Subsidiary Companies are periodically placed before the Board. |
| VI. | Risk Management | 49 (VI) | Yes | The Company has risk management framework which provides for review of the risk assessment & mitigation procedure. |
| VII. | Related Party Transactions | 49 (VII) | Yes | Summarised statement of transactions with related parties is submitted on a quarterly basis to the Audit Committee. |

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|-------------|---|-----------------------------|----------------------------|---|
| VIII. | Disclosures | 49(VIII) | | |
| (A) | Related party transactions | 49 (VIII A) | Yes | There were no material related party transactions during this quarter. |
| (B) | Disclosure of Accounting Treatment | 49 (VIII B) | Yes | Applicable Accounting Standards are being complied with on a continual basis and due disclosure is made in the Annual Report. |
| (C) | Remuneration of Directors | 49 (VIII C) | Yes | Complied in the Annual Report of FY 2014 – 15. For the financial year 2015 – 16, shall be complied in the Annual Report of 2015 – 16. |
| (D) | Management | 49 (VIII D) | Yes | Management Discussion & Analysis Report is a part of Directors' Report which is annually published in the Annual Report. |
| (E) | Shareholders | 49 (VIII E) | Yes | All necessary information are uploaded on the Company's website as required. Stakeholders' Relationship Committee of the Company and the Company Secretary who is also the Compliance Officer of the Company look after the redressal of grievances of investors. The Committee has been reconstituted vide circular resolution dated 20 th July, 2015 by inducting Smt. Pushpa Devi Bangur, Non-Executive Director of the Company as Chairperson in place of Shri G.D. Bangur who ceased to be a member of the Committee due to his demise on 8 th June, 2015. |
| (I) | Proceeds from public issues, rights issue, preferential issues etc. | 49(VIII I) | N.A. | |
| IX. | CEO/CFO Certification | 49 (IX) | Yes | Complied in the Annual Report of FY 2014 – 15. For the financial year 2015 – 16, shall be complied in the Annual Report of 2015 – 16. |
| X. | Report on Corporate Governance | 49 (X) | Yes | Complied in the Annual Report of FY 2014 – 15. For the financial year 2015 – 16, shall be complied in the Annual Report of 2015 – 16. |
| XI. | Compliance | 49 (XI) | Yes | Complied in the Annual Report of FY 2014 – 15. For the financial year 2015 – 16, shall be complied in the Annual Report of 2015 – 16. |

For **JOONKTOLLEE TEA & INDUSTRIES LTD.**


S. Bagree

Manager (Finance) & Company Secretary