

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 : December, 2014

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 8 Directors, of which 6 are Non – Executive Directors (NED) and 2 are Executive Directors (ED). The Board has 4 Independent NED; 1 Promoter Non – Executive Chairman; 1 Woman Promoter NED; 1 Promoter Executive Vice – Chairman and 1 Non – Promoter Professional ED.
(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.
(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, of which, 2 are Independent including Chairman. All the Members of the Committee are financially literate.

