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JOONKTOLLEE TEA & INDUSTRIES LTD.

CIN NO. : L01132WB1900PLC000292

April 11, 2018

The Secretary,
The Calcutta Stock Exchange Ltd
7, Lyons Range,
Kolkata - 700 001

Dear Sir,

Sub: Compliance Report on Corporate Governance

We attach herewith the Quarterly Compliance Report on Corporate Governance as per Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format specified (Annexure I) for the quarter ended March 31, 2018 & (Annexure II) for the year ended March 31, 2018.

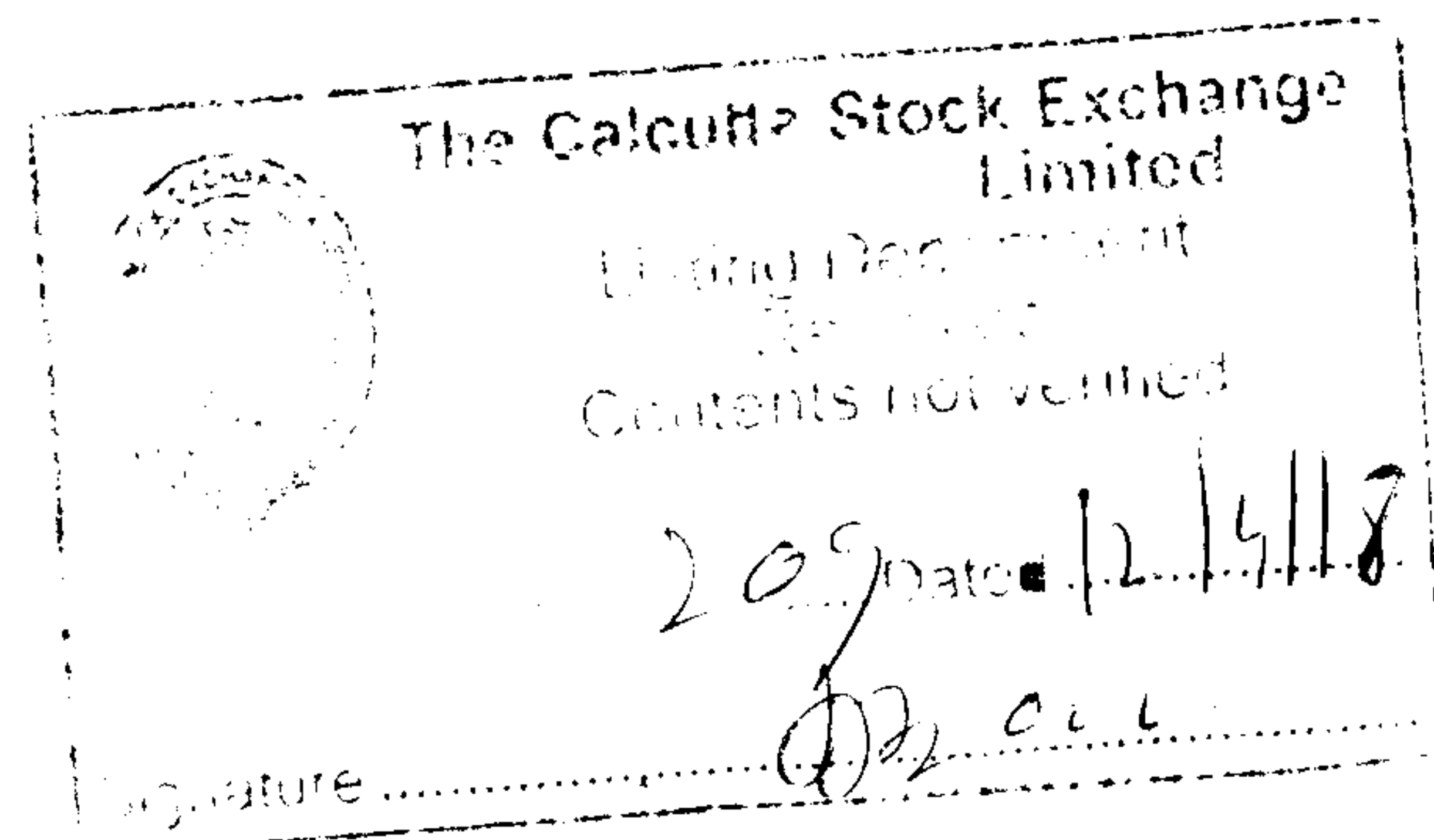
Thanking You,

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

Sherad Baghel

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

Encl : As above.



21, STRAND ROAD, KOLKATA - 700 001

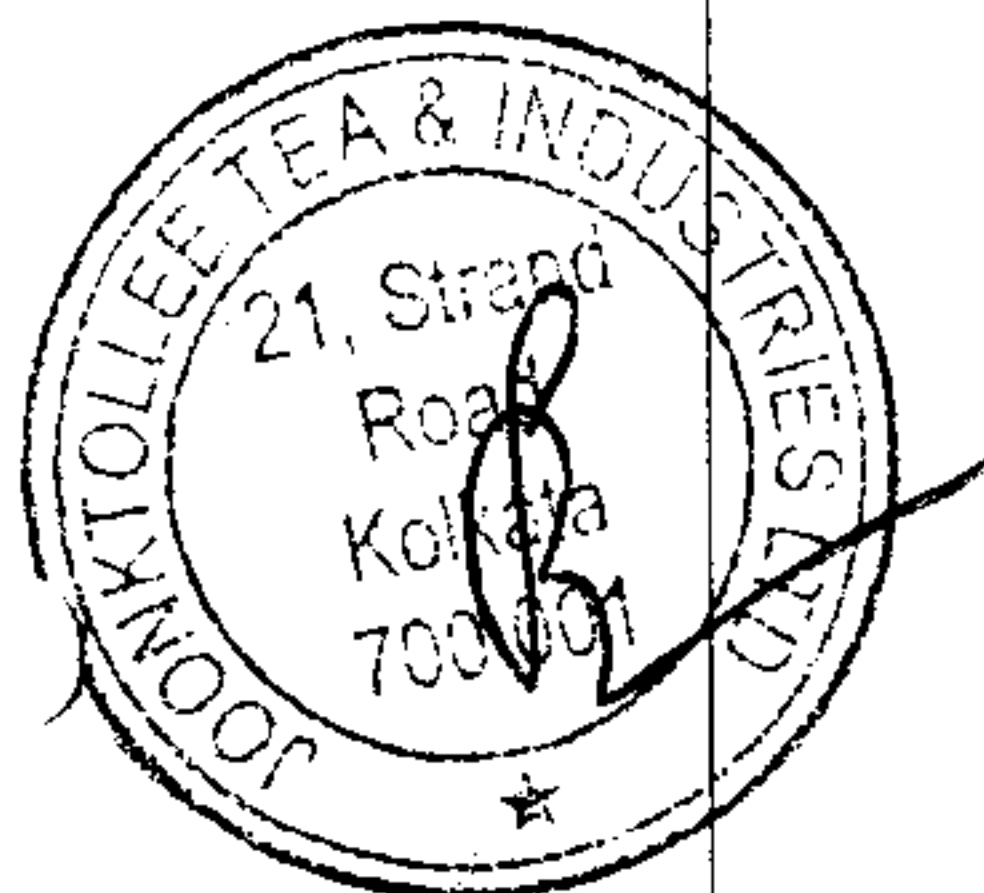
☎ : +91 (33) 2230-9601 (4 lines), Fax : +91 (33) 2230 2105, E-mail: info@joonktolleetea.in, Website : www.joonktolleetea.in
TEA ESTATES : JOONKTOLLEE • JAMIRAH • NILMONI • GOOMANKHAN • PULLIKANAM • COFFEE ESTATE : COWCOODY
RUBBER ESTATES : CHEMONI • ECHIPARA & PUDUKAD

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

(Pursuant of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity Joonktollee Tea & Industries Ltd
 2. Quarter ending 31st March, 2018

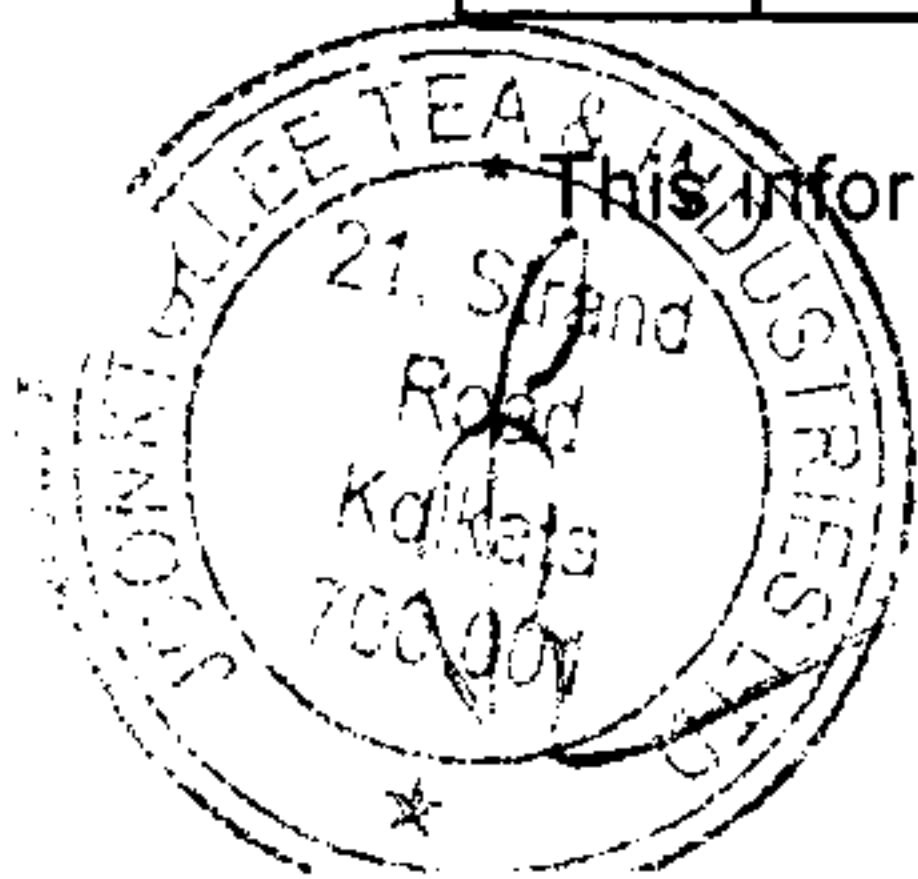
I. Composition of Board of Directors									
Title Mr./Ms.	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non Executive / independent / Nominee)	Date of Appointment in the current term/cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Hemant Bangur	ADEPB7059D 00040903	Chairman Non Executive	12/08/2015	-	4	4	-	
Mrs.	Pushpa Devi Bangur	ADAPB2153Q 00695640	Non Executive	14/11/2011	-	2	3	1	
Mr.	M.K.Daga	ADLPD9792L 00123386	Independent Non Executive	14/05/2014	47 months	3	3	2	
Mr.	J.K.Surana	AJWPS3150Q 00582653	Independent Non Executive	14/05/2014	47 months	1	1	-	
Mr.	M.M.Pyne	AFUPP8186P 00680120	Independent Non Executive	14/05/2014	47 months	1	2	-	
Mr.	K.C.Mohta	AEXPM7387P 00127656	Executive	11/05/2017	-	1	1	-	



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	M.K. Daga	C-I-NE
	M.M. Pyne	I-NE
	J.K. Surana	I-NE
	Hemant Bangur	NE
2. Nomination & Remuneration Committee	J.K. Surana	C-I-NE
	M.M. Pyne	I-NE
	M.K. Daga	I-NE
	Hemant Bangur	NE
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee'	Pushpa Devi Bangur	C-NE
	M.M. Pyne	I-NE
	K.C. Mohta	E
5. Corporate Social Responsibility Committee	Pushpa Devi Bangur	C-NE
	M.K. Daga	I-NE
	K.C. Mohta	E
6. Issue & Allotment Committee	Hemant Bangur	C-NE
	M.M. Pyne	I-NE
	M.K. Daga	I-NE

III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
06.12.2017	10.02.2018	65	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1 Audit Committee 10.02.2018	Yes, all members present	06.12.2017	65
2 Nomination & Remuneration Committee 09.02.2018	Yes, all members present	-	-
3 Corporate Social Responsibility Committee 03.02.2018	Yes, all members present	-	-
4 Stakeholders Relationship Committee 18.01.2018 15.02.2018 08.03.2018	Yes, all members present	04.10.2017	-
	Yes, all members present	21.10.2017	-
	Yes, all members present	30.11.2017	-
	Yes, all members present	07.12.2017 21.12.2017	- -

This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

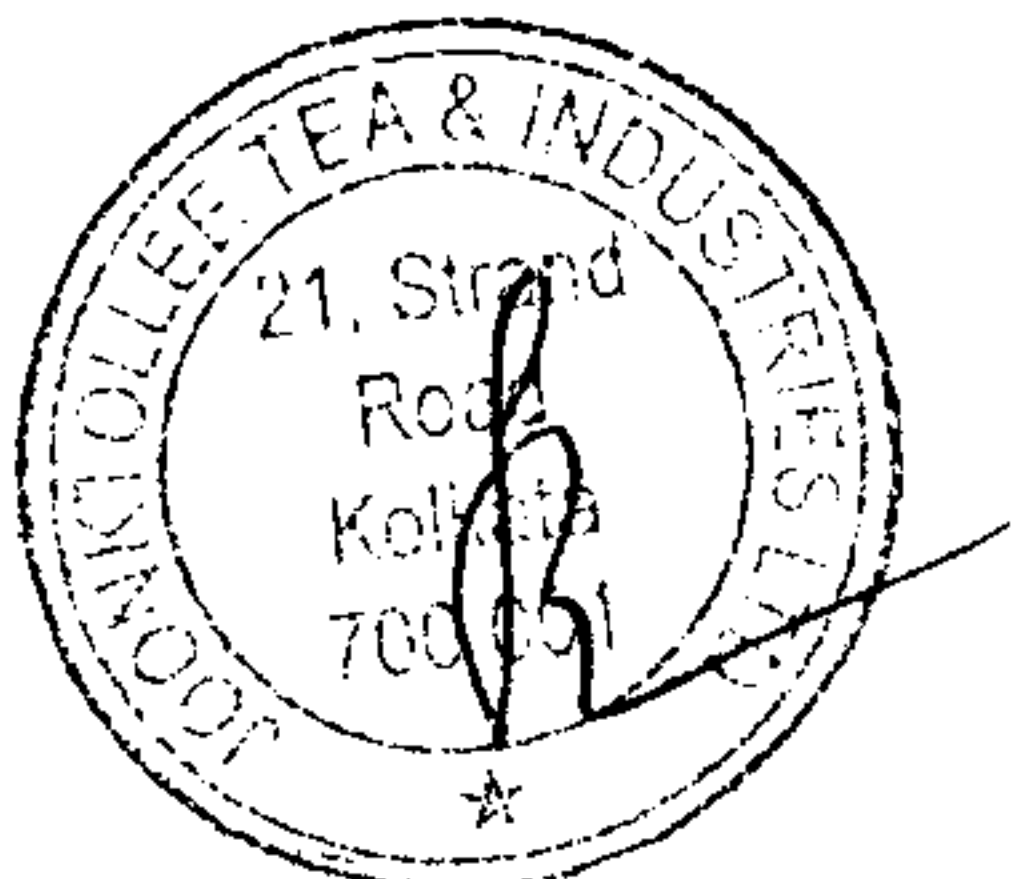


V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure requirements) Regulations, 2015</p> <p style="margin-left: 40px;">a. Audit Committee</p> <p style="margin-left: 40px;">b. Nomination & remuneration committee</p> <p style="margin-left: 40px;">c. Stakeholders relationship committee</p> <p style="margin-left: 40px;">d. Risk management committee (applicable to the top 100 listed entities) :</p> <p>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.</p> <p>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.</p> <p>5. This report shall be placed before Board of Directors in the ensuing Board Meeting.</p>	
<p>Name & Designation</p> <p style="text-align: center;">FOR JOONKTOLLEE TEA & INDUSTRIES LTD.</p> <p style="text-align: center;"><i>Sharad Baghel</i></p> <p style="text-align: center;">Manager (Fin) & Company Secretary</p> <p>Company Secretary / Compliance Officer / Managing Director / CEO</p>	

ANNEXURE II

Format 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 Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA)refer note below</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A.
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes



Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Note:

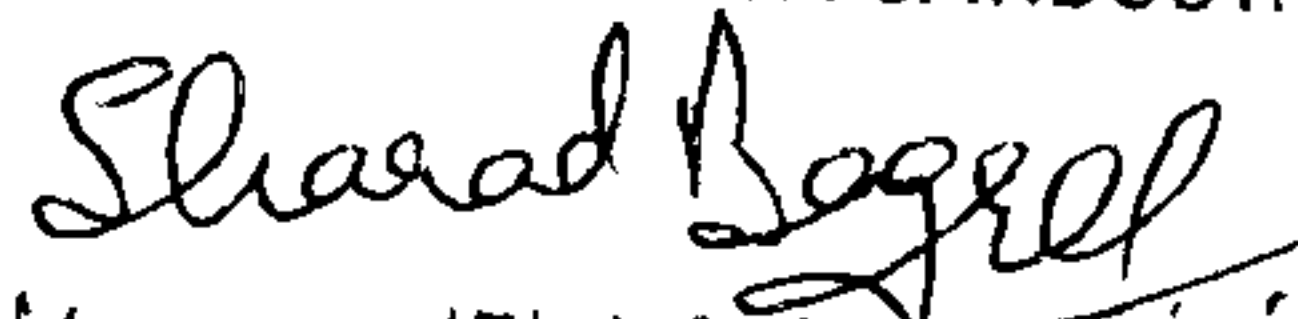
The Audit Committee in its meeting held on 6th December, 2017 approved disposal of investments in M/s. Cowcoody Builders Pvt. Ltd. (CBPL), a wholly-owned subsidiary of the Company to the Promoter and Promoter Group Companies and the said transaction was recommended by the Board of Directors of the Company to the unrelated shareholders of the Company for their approval.

The approval of the members of the Company was sought by Postal Ballot for passing the Special Resolution in connection with the above transaction.

The Special Resolution was duly approved by the requisite majority of the shareholders on 30th January, 2018.

Name & Designation

For JOONKTOLLEE TEA & INDUSTRIES LTD.



Manager (Fin) & Company Secretary

Company Secretary / Compliance Officer / Managing Director / CEO