

Report on corporate governance



Annexure - F

Pursuant to regulation 34(3) read with Part C of Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 a report on Corporate Governance is given below :

1. COMPANY'S GOVERNANCE PHILOSOPHY:

Your Company believes in conducting its affairs with the highest levels of integrity, with proper authorisations, accountability and transparency. The Board ensures proper delegation of appropriate authority and oversees the functioning of the Company and that of its management, and ensures that every decision taken is in the best interest of all the stakeholders of the Company.

2. BOARD OF DIRECTORS :

i. COMPOSITION AND CATEGORY OF DIRECTORS

The Board of Directors of the Company have an optimum combination of Executive, Non-Executive and Independent Directors having requisite knowledge and expertise in business & industry, corporate finance, taxation, legal matters, risk management and marketing.

The Board of Directors as on 31st March, 2018, comprised of six Directors that include woman Director whose composition is given below :

Category	Name of Directors
Promoter Directors	
Non-Executive Chairman	Shri Hemant Bangur
Non-Executive Director	Smt. Pushpa Devi Bangur
Executive Director	
Professional Executive Director & Chief Executive Officer	Shri Kailash Chand Mohta*
Independent Directors/Non-Executive Directors	
	Shri Manoj Kumar Daga
	Shri Jay Kumar Surana
	Shri Mihir Mohan Pyne

* Due to unfortunate death of Shri K.C. Mohta on 30th April, 2018, he ceased to be a Director of the Company from said date.

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all companies in which they are Directors.

ii INDEPENDENT DIRECTORS

- Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter-alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons. The Board considers the

Corporate Governance

report (Contd.)

Committee's recommendation, and takes appropriate decision. Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under law.

- All the Independent Directors of the Company shall hold office for a term upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment for another term of five years on passing of a special resolution by the Company. However, they may hold just two consecutive terms at a time.
- The Board of Directors of the Company have adopted the Familiarisation Programme for Independent Directors. The Programme aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company. The details of such Familiarisation Programme has been disclosed in the Company's website and the weblink for the same is http://www.joonktolleetea.in/downloads/familiarisation_programme.pdf
- The Company's Independent Directors are required to meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs.
- Separate Meeting of Independent Directors :

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 10th February, 2018 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

iii BOARD PROCEDURE

The Company holds a minimum of four Board Meetings in each year. The maximum time gap between any two Board Meetings did not exceed 120 days.

- The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.
- All the divisions / departments of the Company are encouraged to plan their functions well in advance with regard to the matters requiring directions / approvals / decisions in the Board / Committee Meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the Agenda of the Board Meeting.
- The Chairman and the Company Secretary in consultation with the other concerned persons in the Senior Management finalise the Agenda Papers for the Board Meeting.
- The Board papers, comprising of Agenda backed by comprehensive documents, information, are circulated to the Directors in advance and, in the exceptional cases, the same is tabled at the Board Meeting. All the material information is included in the Agenda Papers for facilitating meaningful and focused discussions at the meeting. The Board is also free to recommend the inclusion of any matters for discussion in consultation with the Chairman.
- In special and exceptional circumstances, additional or supplementary item/(s) on the Agenda are permitted. Sensitive subject matters may be discussed at the meeting without written material being circulated in advance or at the meeting.

Corporate Governance

report (Contd.)

During the year under review four Board Meetings were held on 11th May, 2017, 5th September, 2017, 6th December, 2017, & 10th February, 2018 to deliberate on various matters. The composition of the Board

of Directors, their attendance at the Board Meetings during the year and at the last Annual General Meeting and also the number of other directorships in Indian public companies are as follows :

Name of Director	Attendance at last AGM held on 31.08.2017	No. of Board meetings attended	Category of Director	Other Directorships *	No. of Chairmanship/ Membership of Board Committees (Other than Joonktollee) [□]		No. of Shares held in the Company
					Chairman	Member	
Smt.P.D.Bangur (DIN : 00695640)	Yes	2	NED	3	–	2	642928
Shri Hemant Bangur (DIN : 00040903)	Yes	4	NEC	8	–	3	426729
Shri M.K. Daga (DIN : 00123386)	Yes	4	ID/NED	2	1	2	–
Shri J.K. Surana (DIN : 00582653)	Yes	4	ID/NED	–	–	–	–
Shri M.M. Pyne (DIN : 00680120)	No	2	ID/NED	1	–	–	–
Shri K.C. Mohta# (DIN : 00127656)	No	3	ED	–	–	–	250

NEC – Non-Executive Chairman NED – Non-Executive Director

ID – Independent Director ED – Executive Director

* Excludes Alternate Directorships, Directorships in Pvt. Ltd. Companies, Foreign Companies, Companies Registered under Section 8 of the Companies Act, 2013.

□ In accordance with Regulation 26 (1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Membership/Chairmanship of only Audit Committee and Stakeholders Relationship Committee has been considered.

Ceased to be associated as a Director due to demise on 30th April, 2018.

No Director is related to any other Director on the Board in the Company except Shri Hemant Bangur, Chairman and Smt. Pushpa Devi Bangur, Director who are related to each other within the meaning of the term "Relative" as per Section 2(77) of the Companies Act, 2013.

3. AUDIT COMMITTEE :

The Audit Committee of the Board of Directors of the Company, inter-alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures. The Audit Committee of the Company meets every quarter to review the financial results of the previous quarter before the same are approved at Board Meetings.

(i) TERMS OF REFERENCE

The broad terms of Reference of the Audit Committee as per the guidelines set out in the Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges read with Section 177 of the Companies Act, 2013 are as under :

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board the appointment, re-appointment and if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Recommending to the Board the appointment, re-appointment and if required, the replacement or removal of the internal auditor and the fixation of audit fees.
- Recommending to the Board the appointment, re-appointment and if required, the replacement or removal of the cost auditor and the fixation of audit fees.

Corporate Governance

report (Contd.)

- e) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- f) Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - Changes if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgement by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report, if any.
- g) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- h) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- i) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- j) Approval or any subsequent modification of transactions of the Company with related parties;
- k) Scrutiny of inter-corporate loans and investments;
- l) Valuation of undertakings or assets of the Company, wherever it is necessary;
- m) Evaluation of internal financial controls and risk management systems;
- n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- o) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- p) Discussion with internal auditors of any significant findings and follow up there on;
- q) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- r) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- s) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- t) To review the function of the Whistle Blower mechanism;
- u) Approval of appointment of CFO (i.e. the Wholtime Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
- v) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

The Audit Committee also reviews the following –

- Management discussion and analysis of financial condition and result of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;

Corporate Governance

report (Contd.)

- Internal audit reports relating to internal control weaknesses.

Audit Committee if required may seek information from any employee of the Company and obtain outside legal & professional advices and make attendance of the outsiders having relevant expertise to be present at the Audit Committee Meeting on requirement. If situation warrants the Audit Committee may investigate any activities within its terms of reference.

(ii) COMPOSITION

The Audit Committee comprises of four directors of which three are Independent Non-Executive Directors namely, Shri M.K. Daga, Shri M.M. Pyne and Shri J.K. Surana respectively and one is Promoter Non-Executive Chairman namely Shri Hemant Bangur. Shri M.K. Daga is the Chairman of the Committee.

The Committee met 4 times during the year on 11th May, 2017, 5th September, 2017, 6th December, 2017 and 10th February, 2018. The attendance of the Members at the Audit Committee Meetings is as under:

Name of the Director	Category	No. of meetings entitled to attend	No. of meetings attended
Shri M.K. Daga, Chairman	Independent Director	4	4
Shri M.M. Pyne, Member	Independent Director	4	2
Shri J.K. Surana, Member	Independent Director	4	4
Shri Hemant Bangur, Member \$	Non-Executive Director	2	2

\$ appointed as member on 05.09.2017

The Company Secretary and Chief Financial Officer of the Company were present at the above meetings. At the invitation of the Committee, the Statutory Auditors, the Internal Auditors of the Company also attend the meetings to answer and clarify the queries at the meetings.

The Chairman of the Audit Committee was present at the 143rd AGM of the Company held on 31st August, 2017.

4. NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors of the Company had constituted a Nomination & Remuneration Committee of Directors to review/recommend remuneration of Wholetime Director, Directors, Key Managerial Personnel and Senior Management Personnel of the Company and such other

matters as the Board may from time to time mandate the committee to examine and recommend/approve.

(i) TERMS OF REFERENCE

The broad terms of Reference of the Nomination & Remuneration Committee as per the guidelines set out in Regulation 19 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013 are as under :

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Reviewing the overall compensation policy, service agreements and other employment conditions of Wholetime Director and Key Managerial Personnel.
- Reviewing the performance of the Wholetime Director and Key Managerial Personnel and recommending to the Board, the quantum of annual increments and annual commission.
- Approving and recommending to the Board, the remuneration and commission payable to the Directors.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

(ii) COMPOSITION

The Nomination & Remuneration Committee comprises of four directors of which three are Independent Non-Executive Directors namely Shri J.K. Surana, Shri M.M. Pyne and Shri M.K. Daga respectively and one is Promoter Non-Executive Chairman namely Shri Hemant Bangur. Shri J.K. Surana is the Chairman of the Committee.

During the year under review, the Committee met thrice on

Corporate Governance

report (Contd.)

2nd May, 2017, 22nd September, 2017 & 9th February, 2018. The attendance of the Members at the Nomination & Remuneration Committee Meeting is as under:

Name of the Director	Category	No. of meetings entitled to attend	No. of meetings attended
Shri J.K. Surana, Chairman	Independent Director	3	3
Shri M. M. Pyne, Member	Independent Director	3	3
Shri M.K. Daga, Member	Independent Director	3	3
Shri Hemant Bangur, Member \$	Non-Executive Director	2	2

\$ appointed as member on 05.09.2017

The Company Secretary was present at all the above meetings.

The Chairman of the Nomination & Remuneration Committee was present at the 143rd AGM of the Company held on 31st August, 2017.

(iii) REMUNERATION POLICY

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration

policy is in consonance with the existing Industry practice.

The Executive Director is paid remuneration as per the agreement with the Company. The agreement is placed for approval before the Board and the shareholders and such other authorities as may be necessary. The remuneration structure of the Executive Director comprises of salary, commission, perquisites and other benefits. There are no stock option benefits to any of the Directors. There is no variable components of the remuneration availed by the Working Directors and also there is no performance linked incentives. The remuneration of Executive Director is in the nature of Fixed Component except commission.

The Executive Director is not paid sitting fee for attending meetings of the Board or Committees thereof. Other Directors are being paid a sitting fee of ₹10,000/- for attending each Board Meeting and ₹ 5,000/- for attending each Committee Meeting.

The Key Managerial Personnel are paid remunerations as approved and recommended by the Nomination & Remuneration Committee and finally approved by the Board of Directors. There are no stock option benefits to the Key Managerial Personnel. There is no variable components availed by the Chief Financial Officer & Company Secretary.

DETAILS OF REMUNERATION PAID / PAYABLE TO ALL THE DIRECTORS FOR THE YEAR ENDED 31ST MARCH, 2018

(Figures in Rupees)

Name of the Director	Sitting Fees*	Salary	Perquisites and other benefits	Retiral benefits	Total
Smt.PD.Bangur	1,10,000	-	-	-	1,10,000
Shri H. Bangur	60,000	-	-	-	60,000
Shri M.K. Daga	80,000	-	-	-	80,000
Shri J.K. Surana	75,000	-	-	-	75,000
Shri M.M. Pyne	1,20,000	-	-	-	1,20,000
Shri K.C. Mohta	-	43,33,064	22,86,206	88,839	67,08,109

* Includes Sitting Fee paid for Committee Meetings.

Details of Agreement

Name	From	To	Tenure	Capacity
Shri K.C. Mohta *	11.05.2017	10.05.2020	3 years	Executive Director

* For termination of agreement, the Company and the Executive Director are required to give a notice of six months or six months' salary in lieu thereof.

Corporate Governance

report (Contd.)

Shri K.C. Mohta ceased to be associated as a Director of the Company due to demise on 30th April, 2018.

(iv) PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

The Company conducts a Performance Evaluation every year in respect of the following:

- i. Board of Directors as a whole.
- ii. Committees of the Board of Directors.
- iii. Individual Directors including the Chairman of the Board of Directors.

The performance was evaluated based on parameters such as Composition and Quality of Board Members, Effectiveness of Board/Committee process and functioning, contribution of the Members, Board Culture and Dynamics, Fulfillment of key responsibilities, Ethics and Compliance etc.

5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Board of Directors of the Company has constituted a CSR Committee as required under Section 135(1) of the Companies Act, 2013.

The said Committee has formulated a CSR policy which has activities envisaged in Schedule VII of the Companies Act, 2013 and has been disclosed on the website of the Company.

(i) TERMS OF REFERENCE

The broad terms of Reference of the Committee are as under :

- a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act 2013;
- b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a) in a financial year;
- c) Monitor the Corporate Social Responsibility Policy of the company from time to time.
- d) Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.

(ii) COMPOSITION

The Corporate Social Responsibility Committee comprises

of one Promoter Non-Executive Director, one Independent Non-Executive Director and one Professional Non-Promoter Executive Director & Chief Executive Officer namely Smt. P.D. Bangur, Shri M.K. Daga and Shri K.C. Mohta respectively. Smt. Pushpa Devi Bangur is the Chairperson of the Committee.

During the year under review, the Committee met once on 3rd February, 2018. The attendance of the Members at the Corporate Social Responsibility Committee Meeting is as under:

Name of the Director	Category	No. of meetings entitled to attend
Smt. P.D. Bangur, Chairperson	Non-Executive Director	1
Shri M.K. Daga, Member	Independent Director	1
Shri K.C. Mohta, Member *	Executive Director	1

* Ceased to be a member of the Committee due to demise on 30.04.2018.

Shri Hemant Bangur was inducted as a member of the Committee w.e.f. 14th May, 2018.

The Company Secretary was present at the above meeting.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board of Directors of the Company had constituted a Stakeholders Relationship Committee as per regulation 20(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, with the Stock Exchanges read with Section 178(5) of the Companies Act, 2013.

(i) TERMS OF REFERENCE

The broad terms of Reference of the Stakeholders' Relationship Committee are as under :

- a) transfer / transmission / transposition of shares;
- b) consolidation / splitting of folios;
- c) issue of share certificates for lost, sub-divided, consolidated, rematerialized, defaced, etc.;
- d) review of shares dematerialized and all other related matters;
- e) investors' grievances and redressal mechanism and recommend measures to improve the level of investor services.
- f) oversee the performance of the Company's Registrars and Transfer Agents.

Corporate Governance

report (Contd.)

- g) carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

(ii) COMPOSITION

The Stakeholders' Relationship Committee comprises of one woman Promoter Non-Executive Director, one Independent Non-Executive Director and one Professional Non-Promoter Executive Director & Chief Executive Officer namely Smt. P.D. Bangur, Shri M.M. Pyne and Shri K.C. Mohta respectively. Shri S. Bagree, Manager (Finance) & Company Secretary, is the Compliance Officer of the Company.

During the year under review, 17 (Seventeen) Stakeholders' Relationship Committee Meetings were held. The attendance of the Members at the Stakeholders' Relationship Committee Meeting is as under :

Name of the Director	Category	No. of meetings entitled to attend
Smt. P.D. Bangur, Chairperson	Non-Executive Director	17
Shri M.M. Pyne, Member	Independent Director	15
Shri K.C. Mohta, Member*	Executive Director	15

* Ceased to be a member of the Committee due to demise on 30th April, 2018.

Shri Hemant Bangur was inducted as a member of the Committee w.e.f. 14th May, 2018.

The Company Secretary was present at all the above meetings.

The Chairperson of the Stakeholders Relationship Committee was present at the 143rd AGM of the Company held on 31st August, 2017.

The Board of Directors have authorized the Secretary to approve the transfer / transmission / rematerialisation of shares which are properly processed and related formalities are done by the Registrar & Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd., Kolkata. A statement showing such transfer / transmission / rematerialisation and also sub-division, consolidation of share certificates, issue of duplicate share certificates etc. is tabled at the Committee meetings. On approval of the Committee, necessary effects to such transfer /

transmission / rematerialisation etc., are given. The Committee also keeps a close watch on all the complaints/grievances from the shareholders which are duly attended. Details of Complaints received, redressed and pending during the financial year and reported under Regulation 13(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as under :

Pending at the beginning of the year	Received during the year	Redressed/ Replied during the year	Pending at the year end
Nil	3	3	Nil

The normal period of redressal of grievance is two weeks from the date of receipt of letters/complaints. There was no unresolved complaint as on 31st March, 2018. There were no share transfers pending for registration on 31st March, 2018.

7. ISSUE & ALLOTMENT COMMITTEE:

The Issue & Allotment Committee of the Board considers and approves issue and allotment of shares under agreed scheme e.g. Rights Issue, Bonus Issue, Capitalization or any other scheme as approved by the Board.

(i) TERMS OF REFERENCE

The broad terms of Reference of the Issue & Allotment Committee are as under :

- notifying Registrar & Share Transfer Agents of the Company to issue share certificates for the shares to be allotted pursuant to any agreed scheme;
- notifying the stock exchange(s) for issue and allotment of shares;
- notifying the Registrar of Companies for issue and allotment of shares, through return of allotment;
- taking up any other duties as determined by the Board from time to time.

(ii) COMPOSITION

The Issue and Allotment Committee comprises of one Promoter Non-Executive Director and two Independent Non-Executive Directors namely Shri Hemant Bangur, Shri M.M. Pyne and Shri M.K. Daga respectively.

No meeting was held during the year.

Corporate Governance

report (Contd.)

8. GENERAL BODY MEETINGS:

LAST THREE ANNUAL GENERAL MEETINGS OF THE COMPANY WERE HELD AS UNDER :

Financial Year	Date of Meeting	Time	Location
2014-2015	Sep 22, 2015	10.30 A.M.	Shripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020
2015-2016	Aug 30, 2016	10.30 A.M.	Shripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020
2016-2017	Aug 31, 2017	10.30 A.M.	Shripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020

- During the Financial Year ended 31/03/2018, following resolution was passed through Postal Ballot in accordance with the Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 –

Particular of Resolution	Resolution passed on	Applicable Section of the Companies Act, 2013	No. and % of Votes in favour	No. and % of Votes in against
Special Resolution Disposal of Investments in M/s. Cowcoody Builders Pvt. Ltd, a wholly-owned subsidiary of the Company	30.01.2018	Section 2(76), 188 and other applicable provisions, if any of the Companies Act, 2013	196247 93.8159%	12936 6.1841%

Ms. Sweety Kapoor, a Practising Company Secretary, appointed as the Scrutinizer, conducted the Postal Ballot voting process. No resolution requiring postal ballot is being proposed at the ensuing Annual General Meeting.

9. SUBSIDIARY COMPANIES:

Non-listed Subsidiary

The Company has one non-material Non-listed Subsidiary Company and two material Non-listed Subsidiary Companies. It has appointed independent directors of the Company in each of such Subsidiary Companies. The Minutes of the meetings of the Board of Directors of these Subsidiary Companies are periodically placed before the Board of Directors of the Company and attention of the Directors is drawn to the significant transactions and arrangements entered into by the Subsidiary Companies.

During the year under review, the Company divested its stake in its Wholly-owned Subsidiary M/s. Cowcoody Builders Pvt. Ltd. As a result of sale of the shares, M/s. Cowcoody Builders Pvt. Ltd. ceased to be the wholly owned subsidiary of the Company w.e.f. 30th January, 2018, but continues to be a subsidiary of the Company.

The Company has formulated a policy for determining 'material' subsidiaries in accordance with the guidelines set out in the Listing Regulation with the Stock Exchanges. The policy has been disclosed on the website of the Company and the weblink for the same is http://www.joonktolleeta.in/downloads/material_subsidaries_policy.pdf.

10. DISCLOSURES:

(a) Related Party Transactions :

There were no materially significant related party transactions made by the Company with promoters, directors or key managerial personnel etc. which might have potential conflict with the interest of the Company at large.

A statement of all related party transactions is presented before Audit Committee on a quarterly basis specifying the nature, value and terms & conditions of the transactions.

The details of the transactions with the related parties are provided in the Notes to Company's Financial Statement.

The Related Party Transaction Policy as approved by the Board is uploaded on the Company's website and the weblink for the same is http://www.joonktolleeta.in/downloads/party_transaction_policy.pdf.

(b) Non-compliance/strictures/penalties imposed :

No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets for non-compliance by the Company during the last three years.

Corporate Governance

report (Contd.)

(c) Accounting Treatment :

The Company has adopted Indian Accounting Standards (Ind AS) w.e.f. 1st April, 2017, pursuant to notification issued by Ministry of Corporate Affairs. Accordingly, the financial statements for the financial year ended 31st March, 2018 has been prepared in accordance with Ind AS as prescribed under Section 133 of the Companies Act, 2013.

(d) Policy On Board Diversity :

The Company has adopted a Policy on Board Diversity. The policy has been disclosed on the website of the Company and the weblink for the same is http://www.joonktolleetea.in/downloads/board_diversity.pdf.

(e) Whistle Blower Policy / Vigil Mechanism :

The Company has adopted a Whistle Blower Policy and has established the necessary mechanism, for directors & employees to report concerns about unethical behavior or suspected fraud in violation of Company's Code of Conduct or any other point of concern. The policy has been disclosed on the website of the Company and the weblink for the same is http://www.joonktolleetea.in/downloads/whistle_blower_policy.pdf.

No person has been denied access to the Audit Committee.

(f) Code of Conduct :

The Board of Directors has adopted the Code of Conduct and Ethics for Directors and Senior Management. The said Code has been communicated to the Directors and the members of the Senior Management. For the purpose of this Code, Senior Management would comprise Members of the management one level below the Executive Director, including all functional heads. For the year under review, all the Directors and the Senior Management Personnel of the Company have confirmed their adherence to the provisions of this Code on an annual basis. A declaration to this effect given by the Chairman of the Company is annexed alongwith this report. The Code has been posted on the website of the Company and the weblink for the same is http://www.joonktolleetea.in/downloads/code_of_conduct.pdf.

(g) Code of Conduct for the Independent Directors :

The Board of Directors has adopted the Code of Conduct for the Independent Directors in terms of

requirement of the Companies Act, 2013. The Code has been posted on the website of the Company, www.joonktolleetea.in and the weblink for the same is http://www.joonktolleetea.in/downloads/code_for_independent_directors.pdf.

(h) Insider Trading :

The Company has adopted the Code of Internal Procedures and Conduct as required under the SEBI (Prohibition of Insider Trading) Regulations, 2015 for prevention of any unauthorized trading in the shares of the Company by insiders. Shri S. Bagree, Manager (Finance) & Company Secretary, is the Compliance Officer for the purpose of this regulation.

(i) Code of Practices & Procedures for Fair Disclosures of Unpublished Price Sensitive Information :

The Board of Directors has adopted the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The Code has been posted on the website of the Company, www.joonktolleetea.in and the weblink for the same is http://www.joonktolleetea.in/downloads/code_of_practices.pdf.

(j) Policy for Determination of Materiality of Events or Information :

The Board of Directors have approved a Policy for determining materiality of events for the purpose of making disclosure to the Stock Exchange(s). The Policy has been posted on the website of the Company, www.joonktolleetea.in and the weblink for the same is http://www.joonktolleetea.in/downloads/determination_materiality.pdf.

(k) CEO / CFO Certification :

In accordance with Part B of Schedule II to the Listing Regulation, the Certificate signed by Shri Hemant Bangur, Chairman and Shri Sayansiddha Das, CFO was placed before the Board of Directors at their meeting held on 14th May, 2018.

(l) Compliance with Corporate Governance Norms:

The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated in regulation 27(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company has submitted the compliance report in the prescribed format to the Stock Exchange(s) for the quarters ended 30th June, 2017,

Corporate Governance

report (Contd.)

30th September, 2017, 31st December, 2017 and 31st March, 2018.

(m) Employee Stock Option Scheme

The Company does not have any employee stock option scheme for the employees and Directors.

11. MEANS OF COMMUNICATION:

- (a) As the quarterly and annual audited financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board/Committee and published in 'The Echo of India' (English Newspaper) and 'Arthik Lipi' (Bengali Newspaper), the same are not separately sent to each household of shareholders.
- (b) The results are being uploaded on the website at www.joonktolleetea.in. Distribution of shareholdings is also displayed on the website.
- (c) Company has not made any official news release and presentations to any institutional investors/analysts during the year.
- (d) SEBI Complaints Redress System (SCORES) :
The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.
- (e) The Company has an exclusive e-mail id for Shareholders/Investors and they may write to the Company at investors@joonktolleetea.in.

12. GENERAL SHAREHOLDER INFORMATION :

The required information under regulation 34(3) read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is given in the "Shareholder Information" separately in the annexure to this Corporate Governance Report.

13. STATUS OF ADOPTION OF THE NON MANDATORY REQUIREMENTS:

In terms of Regulation 27(1) of the Listing Regulations read with Schedule II to the said Regulations, the disclosure on account of the extent to which the discretionary requirements as specified in Part E of Schedule II are given below:

- (i) The Chairman does not maintain any office at the expense of the Company;
- (ii) In view of publication of the Financial Results of the Company in newspapers and disseminating the same on the website of the Company as well as on the website of the Stock Exchanges, the Company does not consider it prudent to circulate the half-yearly Results separately to the Shareholders;
- (iii) The Company's Financial Statements have been accompanied with unmodified audit opinion - both on quarterly and yearly basis and also both on standalone and consolidated basis;
- (iv) The Chairman and Chief Executive Officer (CEO) of the Company are two different individuals; and
- (v) The Internal Auditors of the Company submit reports to the Audit Committee.

Shareholder information


(i) Company Registration Details :

The Company is registered in the State of West Bengal, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L01132WB1900PLC000292.

(ii) Annual General Meeting:

Day	Date	Time	Venue
Friday	August 31, 2018	10.30 A.M.	“Shripati Singhanian Hall” Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020

(iii) Financial Year: April 1, 2018 to March 31, 2019
(iv) Financial Calendar (tentative):

Day	Venue
June 30, 2018	Second week of August, 2018
September 30, 2018	Second week of November, 2018
December 31, 2018	Second week of February, 2019
March 31, 2019	Within May, 2019

(v) Date of Book Closure:

Day	Date	To	Day	Date
Saturday	August 25, 2018		Friday	August 31, 2018

(vi) Dividend Payment Date:

Credit/dispatch of dividend warrants between 1st September, 2018 to 5th September, 2018.

Shareholder information (Contd.)

(vii) Listing on Stock Exchanges:

A) Equity Shares

BSE Limited (BSE)

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Scrip Code : 538092

The Calcutta Stock Exchange Ltd.

7, Lyons Range,
Kolkata-700 001
Scrip Code : 10020009
Demat ISIN No. for NSDL & CDSL : INE574G01013

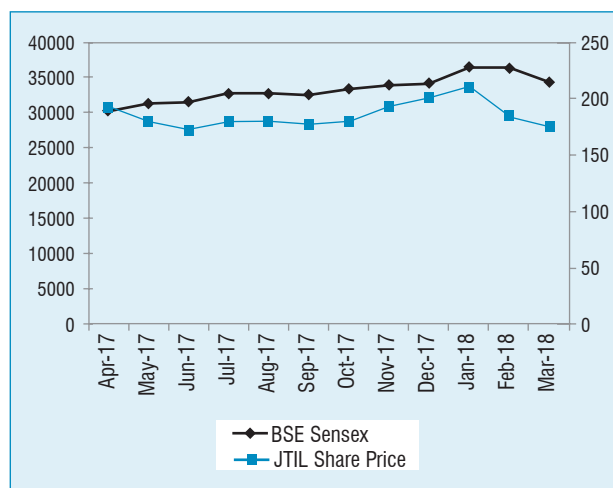
B) **Payment of Listing Fees:** Annual listing fees for the year 2018-19 has been paid by the company to CSE & BSE.

C) **Payment of Depository Fees:** Annual Custody/ Issuer fee for the year 2018-19 has been paid by the Company to NSDL and CDSL.

(viii) Stock Market Price Data

There were no transactions in the equity shares of the Company at The Calcutta Stock Exchange, hence there is no monthly high and low quotations and volume of shares traded on the Stock Exchange during the year. However, the month-wise high, low of the market price of the Company's shares traded on BSE along with month-wise high, low of the BSE SENSEX are as under :

Months	Stock Price at BSE		BSE SENSEX	
	High (₹)	Low (₹)	High	Low
April, 2017	192.00	160.10	30184.22	29241.48
May, 2017	179.50	138.15	31255.28	29804.12
June, 2017	172.00	143.75	31522.87	30680.66
July, 2017	178.90	146.25	32672.66	31017.11
August, 2017	179.50	146.00	32686.48	31128.02
September, 2017	177.00	144.20	32524.11	31081.83
October, 2017	179.85	143.80	33340.17	31440.48
November, 2017	193.10	138.00	33865.95	32683.59
December, 2017	201.00	150.00	34137.97	32565.16
January, 2018	210.00	162.05	36443.98	33703.37
February, 2018	184.50	151.10	36256.83	33482.81
March, 2018	174.90	150.20	34278.63	32483.84



Shareholder information (Contd.)

(ix) Registrars And Share Transfer Agent :

The Company has appointed M/s. Maheshwari Datamatics Pvt. Ltd. as its Registrar & Share Transfer Agents (RTA) for handling work related to share registry in terms of both physical and electronic modes. Accordingly, all correspondence, shares for transfer, demat/remat requests and other communication in relation thereto should be mailed/hand delivered to the said RTA directly at the following address:

M/s. Maheshwari Datamatics Pvt. Ltd.
23, R.N. Mukherjee Road, 5th Floor, Kolkata 700 001
Phone : (033) 2248-2248, Fax No.:(033) 2248-4787
E-mail : mdpldc@yahoo.com

(x) Share Transfer System :

Requests for transfer/transmission of shares are registered by the Registrars and placed before the Stakeholders' Relationship Committee and after approval certificates are returned to the respective transferee within a period of fifteen days, provided the documents lodged with the Registrars/Company are clear and complete in all respects. The dematerialized shares are credited directly to the respective Demat Account of beneficiaries by the Depositories.

(xi) A) Categories of Shareholders as on March 31, 2018 :

	CATEGORY	NO. OF SHARES HELD	% OF SHARE CAPITAL
A.	PROMOTER'S HOLDING		
1.	Promoters		
a.	Indian Promoters	3106138	74.9876
b.	Foreign Promoters	-	-
	Total	3106138	74.9876
B.	NON-PROMOTER'S HOLDING		
2.	Institutional Investors		
a.	Mutual Funds	-	-
b.	Banks, Financial Institutions, Insurance Companies	249412	6.0212
c.	FIs	-	-
	Total	249412	6.0212
3.	OTHERS		
a.	Bodies Corporate	59816	1.4441
b.	Indian Public	673321	16.2551
c.	NRIs/OCBs	4267	0.1030
d.	Others	49247	1.1890
	Total	786651	18.9912
	GRAND TOTAL	4142201	100.0000

B) Distribution of Shareholding as on March 31, 2018:

Category	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
Upto 500	3962	95.0804	248494	5.9991
501 to 1000	100	2.3998	71503	1.7262
1001 to 2000	45	1.0799	59142	1.4278
2001 to 3000	20	0.4800	48845	1.1792
3001 to 4000	4	0.0960	14677	0.3543
4001 to 5000	5	0.1200	23035	0.5561
5001 to 10000	7	0.1680	52232	1.2610
10001 and above	24	0.5760	3624273	87.4963
GRAND TOTAL	4167	100.0000	4142201	100.0000

Shareholder information (Contd.)

C) Build up of Equity Share Capital :

Sl. No.	Particulars	Allotment Date	No. of Shares
	Subscribers to Memorandum	Aug, 1874	7
1	80 Equity Shares of ₹ 1,000/- each	Jan, 1875	
	Sub-divided into 8,000 Equity Shares of ₹ 10/- each	Jun, 1915	8,000
2	Issue of 4,000 Equity Shares of ₹ 10/- each	Nov, 1947	4,000
3	Bonus Issue	Dec, 1957	48,000
4	Bonus Issue	Jun, 1961	60,000
5	Bonus Issue	May, 1967	30,000
6	Bonus Issue	Jun, 1974	50,000
7	Bonus Issue	May, 1977	1,00,000
8	Bonus Issue	Sep, 1999	1,50,000
9	Issued to Shareholders of Kalasa Tea & Produce Co. Ltd. pursuant to Scheme of Amalgamation	Apr, 2002	3,51,825
	Issued to Shareholders of Cowcoody Estates Ltd. pursuant to Scheme of Amalgamation	Apr, 2002	2,94,163
10	Scheme of Arrangement & Amalgamation	Nov, 2008	21,37,659
11	Issued to Shareholders of Jamirah Tea Co. Ltd. pursuant to Scheme of Amalgamation	Aug, 2010	22,600
12	Issued to Shareholders of The Cochin Malabar Estates And Industries Ltd. pursuant to Scheme of Amalgamation	Feb, 2013	8,85,954
	Total Equity as on 31st March, 2018		41,42,201

(xii) Corporate Benefits to Investors:

A) Dividend Declared for the last 10 Years :

Financial Year	Dividend Declaration	Dividend per Share (₹)
2007-08	29th November, 2008	1.50
2008-09	2nd September, 2009	1.50
2009-10	29th September, 2010	2.50
2010-11	28th September, 2011	2.50
2011-12	21st December, 2012	2.50
2012-13	31st August, 2013	3.00
2013-14	26th August, 2014	6.00
2014-15	22nd September, 2015	3.00
2015-16	30th August, 2016	1.00
2016-17	31st August, 2017	1.00

Note : Dividend of ₹ 0.50/- per share recommended by the Directors on 14th May, 2018 is subject to declaration by the Shareholders at the Annual General Meeting.

Shareholder information (Contd.)

B) Bonus Issues of Fully Paid-up Equity Shares :

Financial Year	Ratio
1957-58	1:4
1961-62	1:1
1967-68	4:1
1974-75	3:1
1977-78	2:1
1999-00	2:1

(xiii) Dematerialisation of Shares And Liquidity :

As per notifications issued by the Securities and Exchange Board of India (SEBI), the trading in Company's shares on the Stock Exchange is permitted only in dematerialized form. In order to enable the shareholders to hold their share in electronic form and to facilitate scripless trading, the Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have the option to dematerialize their shares with either of the Depositories.

Status of Dematerialisation as on 31st March, 2018 was as under :

Particulars	No. of Shares	% to Total Capital	No. of Accounts
National Securities Depository Limited	2348761	56.7032	1521
Central Depository Services (India) Limited	1600462	38.6379	863
Total Dematerialised	3949223	95.3411	2384
Physical	192978	4.6589	1783
Grand Total	4142201	100.0000	4167

(xiv) Transfer of Unpaid/Unclaimed Amounts and Shares to Investor Education and Protection Fund :

During the year under review, the Company has credited ₹ 1,61,548/- to the Investor Education and Protection Fund (IEPF) pursuant to the provisions of Companies Act, 2013.

In accordance with the provision of Companies Act, 2013 the Company has transferred 29211 equity shares of Rs. 10/- each to the credit of IEPF Authority on 24.11.2017 & 08.12.2017 in respect of which dividend had not been paid or claimed by the members for seven consecutive years or more.

The Company has uploaded on its website the details of unpaid and unclaimed amount lying with the Company as on date of last AGM (i.e. August 31, 2017) and details of shares transferred to IEPF during financial year 2017-18. The aforesaid details are available on the Company's website and can be accessed at www.joonkollleetea.in.

The Company has also uploaded these details on the website of the IEPF Authority (www.iepf.gov.in).

The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares.

Mr. Sharad Bagree, Company Secretary is the Nodal Officer for IEPF related matters.

(xv) As per Schedule VI read with regulation 39(4) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 the company has sent reminders to shareholders, who are holding shares in physical form and whose certificates have been returned undelivered and are currently lying with RTA of the Company.

Shareholder information (Contd.)

(xvi) Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion date and likely impact on Equity:

The Company did not have any outstanding GDRs / ADRs / Warrants or Convertible Instruments as on 31st March, 2018.

(xvii) Commodity price risk or foreign exchange risk and hedging activities:

The Company did not have any commodity price risk or foreign exchange risk and hedging activities as on 31st March, 2018.

(xviii) Reconciliation of Share Capital :

As stipulated by SEBI, a Qualified Practising Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The Audit confirms that the total Listed and Paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form and in physical form.

(xix) Locations:

A. Tea / Coffee/ Rubber Estates and Factories are located at –

TEA

Joonktollee Tea Estate

P.O. Barbam-786 624
Dist. Dibrugarh, Assam

Shree Ganga Tea Estate

P.O. Barbam-786 624
Dist. Dibrugarh, Assam

Goomankhan Tea Estate

Hirebile P.O.577121
Dist. Chikmagalur, Karnataka

Kolahalmedu Tea Estate

Vagamon Post
P.O. Pullikanam-685503
Dist. Idukki, Kerala

COFFEE

Cowcoody Estate

Somwarpet-571236
Dist. Coorg, Karnataka

RUBBER

Chemoni Rubber Estate

P.O. Palapilly-680304
Dist. Trichur, Kerala

Pudukad Rubber Estate

P.O. Palapilly-680304
Dist. Trichur, Kerala

Echipara Rubber Estate

P.O. Palapilly-680304
Dist. Trichur, Kerala

Jamirah Tea Estate

P.O. Dibrugarh-786 001
Dist. Dibrugarh, Assam

Nilmoni Tea Estate

P.O. Tinkhong-786 112
Rajgarh, Assam

Pullikanam Tea Estate

Vagamon Post
P.O. Pullikanam-685503
Dist. Idukki, Kerala

Azizbagh Tea Estate

Rajgarh - 786611
Dist. Dibrugarh, Assam

Shareholder

information (Contd.)

B. Registered & Corporate Office –

21, Strand Road,
Kolkata-700 001
West Bengal

C. Branches / Sales Depots are located at –

Ahmedabad

C-303-306, Supath II
Near Usmanpura, Ashram Road
Ahmedabad-380 013
Gujarat

Coimbatore

Post Box No.3837,
234-A, Race Course Road
Coimbatore-641 018, Tamil Nadu

(xx) Address for correspondence :

Physical Shares

Maheshwari Datamatics Pvt. Ltd.
23, R.N. Mukherjee Road, 5th Floor
Kolkata-700 001.
Tel : 033-2248-2248
Fax : 033-2248-4787
e-mail : mdpldc@yahoo.com

Demat Shares

Respective Depository Participants of the shareholders.

Investors may also write to or contact Shri S. Bagree, Manager (Finance) & Company Secretary at the Registered Office for any assistance that they may need.

Telephone No. 91 33 2230 0780

Fax No. 91 33 2230 2105

E-mail : investors@joonktolleeta.in

(xxi) Brief Resume of Directors seeking appointment / re-appointment :

The resume and other details of the Directors seeking appointment/re-appointment as required to be disclosed under the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 is provided in the AGM Notice.

(xxii) Corporate Governance Compliance Certificate :

Certificate from Ms. Sweety Kapoor, a practicing Company Secretary, confirming compliance with the relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred in Regulation 15(2) of the Listing Regulations for the financial year ended 31st March, 2018 is attached to the Corporate Governance Report forming part of the Directors' Report.

This Certificate will be forwarded to the Stock Exchanges alongwith the Annual Report of the Company.