



JOONKTOLLEE TEA & INDUSTRIES LTD.

CIN NO. : L01132WB1900PLC000292

Date : August 26, 2020

To
Mrs. Komal Bhotika,
"MERLIN RESIDENCY",
26, Prince Anwar Shah Road,
Windsor Block, Flat – 7H,
Tollygunge,
Kolkata – 700 033

Dear Madam,

Sub : Letter of Appointment as an Independent Director

On 26th August, 2020, upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of **Joonktolllee Tea & Industries Ltd.** has appointed you as an Independent Director of the Company subject to the approval of Shareholders at the ensuing Annual General Meeting to hold office for a term of five consecutive years and not liable to retire by rotation. We are writing to set out the terms of your appointment. It is agreed that this is a contract for services and is not a contract of employment.

APPOINTMENT

Your appointment will be for an initial term of five years commencing on 26th August, 2020, unless otherwise terminated earlier by and at the discretion of either party upon one month's written notice. Continuation of your contract of appointment is contingent on satisfactory director annual review process.

This Letter of Appointment setting the terms and conditions thereof including remuneration, if any, is being issued to you in terms of Clause IV of Schedule IV to the Companies Act, 2013.

ROLE & FUNCTIONS

The aforesaid Schedule IV *inter alia* covers the roles, functions, duties and guidelines of professional conduct of the Independent Directors. Further, Section 166 of the Companies Act, 2013 provides for the duties of Directors of a Company. The code of Independent Directors (Schedule IV) under the Companies Act, 2013 is annexed herewith for your information.

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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



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TIME COMMITMENT

We are anticipating a time commitment to attend minimum 4 Board meetings, the Annual General Meeting and 1 meeting of the Independent Directors and participation in the Board Committee meetings in which you may be appointed as Member. In addition, you will be expected to devote appropriate preparation time ahead of each meeting.

COMMITTEES

The Board may request you from time to time for being appointed on one or more of the Board Committees or any other Committee as may be constituted from time to time. The mandate of the Committees shall be decided by the Board from time to time.

FEES

You will be paid a Director fees which will be paid for attending each of the Board Meetings and Committee Meetings. In case of adequacy of profit of the Company, you will be sharing with the other directors a commission which will be equivalent to 1% of the Net Profit of the Company as computed in accordance with the Companies Act, 2013. The Company will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office.

OUTSIDE INTERESTS

It is accepted and acknowledged that you have business interests other than those of the Company and have declared any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest these should be disclosed to the Chairman of the Company or Company Secretary as soon as apparent.

CONFIDENTIALITY

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means), to third parties without prior clearance from the Chairman.

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REVIEW PROCESS

The performance of individual directors and the whole Board and its Committees is evaluated annually. If, in the interim, there are any matters which cause you concern about your role you should discuss them with the Chairman as soon as is appropriate.

CODE OF ETHICS

The Company has developed a Code of Ethics which all directors of the Company are required to sign. A copy of the code is attached.

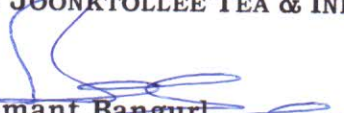
TRADING IN COMPANY SECURITIES

You will abide by the Code of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended upto date.

Could you please confirm your acceptance of the terms of your appointment by returning a signed and dated copy of this letter.

Yours sincerely,

For **JOONKTOLLEE TEA & INDUSTRIES LTD.**


[Hemant Bangur]

Chairman

I, [Komal Bhotika], accept the terms of appointment as set out in this letter.



[Komal Bhotika]

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