

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Tata Tea Limited

Quarter ending on : 31st March 2009

	Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
I	Board of Directors	49 I		
(A)	Composition of Board	49(IA)	Please see remarks column	While the Board had appointed two independent directors with effect from 25 th March 2009 it later transpired that one of the Directors i.e. Mr. V Leeladhar did not possess a DIN nor had he applied for DIN on 25 th March 2009. Including Mr Leeladhar total strength of the Board became 14 including seven independent directors. Mr Leeladhar was informed that applying for allotment of a DIN was pre-requisite for appointment as a Director and thereafter he applied and was allotted DIN on 24.4.2009. Hence by a circular resolution the Board had modified the date of appointment of Mr Leeladhar from 25.3.09 to 24.4.2009.
(B)	Non-executive directors' compensation & disclosure	49(IB)	Yes	Non-executive directors are paid sitting fees within the limit prescribed in Companies (Central Government's) General Rules and Forms and the commission paid to them has been approved by the shareholders
©	Other provisions as to Board and Committees	49(IC)	Yes	The Board has reviewed periodically the status of legal compliances and steps taken to rectify instances of non-compliance
(D)	Code of Conduct	49(ID)	Yes	Tata Code of Conduct applies to all Managing/Executive Directors and employees. A condensed version of the Code of Conduct applicable to non-executive

				directors has also been adopted by the Board. Both the codes have been posted on the website of the company. Affirmation of compliance has been obtained from all board members and senior management personnel based on which the declaration by the Managing Director is included in the Annual Report
II	Audit Committee	49 II		
(A)	Qualified & Independent Audit Committee	49(IIA)	Yes	
(B)	Meeting of Audit Committee	49(IIB)	Yes	
©	Powers of Audit Committee	49IIC)	Yes	
(D)	Role of Audit Committee	49 (IID)	Yes	
(E)	Review of information by Audit Committee	49 (IIE)	Yes	Review of Management Discussion & Analysis and Management letters/letters of internal control weaknesses issued by statutory auditors, if any, has been done by the Audit committee.
III	Subsidiary companies	49 III	Yes	The company does not have any material non listed Indian subsidiary as defined in clause 49. Audit committee reviews the financial statements of non listed subsidiaries while considering annual accounts. System of placing minutes of board meetings of unlisted subsidiaries have been introduced from 1.1.2006.
IV	Disclosures	49 IV		
(A)	Basis of Related Party transactions	49 (IVA)	Yes	System introduced from 1.1.2006
(B)	Disclosure of Accounting treatment	49 (IVB)	Yes	
©	Board Disclosures-Risk management	49 (IVC)	Yes	The company has carried out detail exercise to identify the risks facing its business, classification of risks into high, medium and low and measures for mitigation of the risks. A risk register has also been prepared and risk managers have

				been identified for each risk. These have been reviewed by the Audit committee and the Board has also considered the same.
(D)	Proceeds from Public Issues, rights issues, preferential issues etc	49 (IVD)	Yes	
(E)	Remuneration of Directors	49 (IVE)	Yes	Criteria of making payments to non-executive directors and disclosure of their shareholding has been mentioned in Annual Report.
(F)	Management	49 (IVF)	Yes	Disclosure from Senior Management is obtained in April every year.
(G)	Shareholders	49 (IVG)	Yes	Disclosure of shareholding of Directors coming up for appointment has been introduced from 2005/06 Annual Report.
V	CEO/CFO Certification	49 V	Yes	Has been introduced from 2005/06 Annual Accounts.
VI	Report on Corporate Governance	49 VI	Yes	Annual Corporate Governance report already forms part of Annual Report. The report in revised format for 2005/06 takes care of new requirements. Quarterly compliance reports are regularly submitted to Stock Exchanges.
VII	Compliance	49 VII	Yes	Auditors' certificate on compliance of the conditions of corporate governance is included in the Annual Report.