

Corporate Governance Report

1. Name of the Company : Bengal Tea & Fabrics Limited  
2. Quarter ending : 31st March, 2019

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN & DINs	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)&	Date of Appointment in the Current term/Cessation	Tenure*(in years)	No. of Directorship in Listed entities including this entity (refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee(s) including this entity (refer Regulation 26(1) of Listing regulations)	No. of Post of Chairperson in Audit/ / Stakeholder Committee(s) held in listed entities including this entity (refer Regulation 26(1) of Listing regulations)	Remarks
Mr.	ADARSH KANORIA	PAN:AFNPK7948B DIN:00027290	Chairperson-Executive Director	01-01-2017	NA	1	1	-	Re-appointed as the Managing Director for a period of 3 years starting from 1st January, 2017 at the 33rd AGM of the Company held on 1st August, 2016
Mr.	KAILASH PRASAD KHANDELWAL	PAN:AFXP8132M DIN:00914834	Executive Director	01-01-2017	NA	1	-	-	Re-appointed as the Whole-time Director for a period of 3 years starting from 1st January, 2017 at the 33rd AGM of the Company held on 1st August, 2016
Mr.	GOLAM MOMEN	PAN:AEXPM8914Q DIN:00402662	Non-Executive Independent Director	09-08-2014	5 years	6	9	2	Appointed as an Independent Director at the 31st AGM of the Company held on 9th August, 2014 to hold office for 5 years till 31st March, 2019. However, re-appointed as an Independent Director at the 35th AGM of the Company held on 11th August, 2018 vide Special resolution to hold office for further period of 5 years.
Mr.	DHIRENDRA KUMAR	PAN:AFZPK7734B DIN:00153773	Non-Executive Independent Director	09-08-2014	5 years	3	2	-	Appointed as an Independent Director at the 31st AGM of the Company held on 9th August, 2014 to hold office for 5 years till 31st March, 2019. However, re-appointed as an Independent Director at the 35th AGM of the Company held on 11th August, 2018 vide Special resolution to hold office for further period of 5 years.
Mr.	ABHIJIT DATTA	PAN:AEPPD1508P DIN:00790029	Non-Executive Independent Director	09-08-2014	5 years	3	3	2	Appointed as an Independent Director at the 31st AGM of the Company held on 9th August, 2014 to hold office for 5 years till 31st March, 2019. However, re-appointed as an Independent Director at the 35th AGM of the Company held on 11th August, 2018 vide Special resolution to hold office for further period of 5 years.
Mr.	SAMVEG A. LALBHAI	PAN:AAFPL5537L DIN:00009278	Non-Executive Director	06-05-2004	NA	2	-	-	-
Mrs.	SHUBHA KANORIA	PAN:AFCPK8365B DIN:00036489	Non-Executive Director	10-05-2014	NA	1	-	-	-
Mr.	NAVIN NAYAR	PAN:ABQPN3100K DIN:00136057	Non-Executive Independent Director	01-08-2016	5 years	4	5	2	Appointed as an Independent Director at the 33rd AGM of the Company held on 1st August, 2016 to hold office for 5 years
Mr.	ASHUTOSH BHAGAT	PAN:ADJPB0979P DIN:00059842	Non-Executive Independent Director	01-08-2016	5 years	1	-	-	Appointed as an Independent Director at the 33rd AGM of the Company held on 1st August, 2016 to hold office for 5 years

\$ PAN number of any director would not be displayed on the website of Stock exchange

& Category of Directors means Executive/Non-Executive/Independent/Nominee. If a director fits into more than one category, write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on the Board of Directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) S
1. Audit Committee	ABHJIT DATTA	Chairperson-Independent-Non-Executive
	GOLAM MOMIN	Independent-Non-Executive
	DHIRENDRA KUMAR	Independent-Non-Executive
	NAVIN NAYAR	Non-Executive
2. Nomination & Remuneration Committee	DHIRENDRA KUMAR	Chairperson-Independent-Non-Executive
	GOLAM MOMIN	Independent-Non-Executive
	ABHJIT DATTA	Independent-Non-Executive
	SAMVIG A LAIBHAI	Non-Executive
3. Risk Management Committee(if applicable)	N A	N A
4. Stakeholders Relationship Committee*	GOLAM MOMIN	Chairperson-Independent-Non-Executive
	ABHJIT DATTA	Independent-Non-Executive
	DHIRENDRA KUMAR	Independent-Non-Executive
	ADARSH KANORIA	Executive
5. Corporate Social Responsibility Committee	ADARSH KANORIA	Chairperson-Executive
	GOLAM MOMIN	Independent-Non-Executive
	DHIRENDRA KUMAR	Independent-Non-Executive

§Category of Directors means Executive/Non-Executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

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) -
10.11.2018	19.01.2019 & 09.02.2019	69 Days & 20 Days

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*
09.02.2019 (Audit Committee)	Yes Three members were present	10.11.2018 (Audit Committee)	90 days


\* 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/N.A) refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	N.A. (No such transaction entered)
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	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.

VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee	
b. Nomination & remuneration committee	
c. Stakeholders relationship	
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.	
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.	
5. The report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NONE	

Date: 10.04.2019  
Place: Kolkata

For Bengal Tea & Fabrics Limited  
  
Sumita Shah  
Company Secretary



**BENGAL TEA & FABRICS LIMITED**  
CIN L51909WB1983PLC036542  
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**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**

Item	Compliance status (Yes/No/NA) refer note below
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
E-mail 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	NA
New name and the old name of the listed entity	NA

**II Annual Affirmations**

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
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/NA. 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: **NOT APPLICABLE**

Date: 10.04.2019  
Place: Kolkata

For Bengal Tea & Fabrics Limited

  
Sanjita Shah  
Company Secretary

