

Corporate Governance Report

1. Name of the Company : Bengal Tea & Fabrics Limited  
2. Quarter ending : 30th September, 2019

I. Composition of Board of Directors											
Title (Mr./Ms)	Name of the Director	PAN & DINs	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)&	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*(in years)	No. of Directorship in Listed entities including this Listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in Listed entities including this Listed entity [in reference to proviso to Regulation 17A(1)]	No. 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(s) held in listed entities including this listed entity (refer Regulation 26(1) of Listing regulations)
Mr.	ADARSH KANORIA	PAN:AFNPK7948B DIN:00027290	Chairperson-Executive Director	05-01-1991	01-08-2016	--	NA	1	0	1	0
Mr.	KAILASH PRASAD KHANDELWAL	PAN:AFXP8132M DIN:00914834	Executive Director	09-11-2013	01-08-2016	--	NA	1	0	0	0
Mr.	GOLAM MOMEN	PAN:AEXPM8914Q DIN:00402662	Non-Executive Independent Director	05-12-1987	11-08-2018	--	5 years	5	5	7	3
Mr.	DHIRENDRA KUMAR	PAN:AFZPK7734B DIN:00153773	Non-Executive Independent Director	13-08-2003	11-08-2018	--	5 years	3	1	2	0
Mr.	ABHIJIT DATTA	PAN:AEPPD1508P DIN:00790029	Non-Executive Independent Director	27-07-2009	11-08-2018	--	5 years	3	3	3	0
Mr.	SAMVEG A. LALBHAI	PAN:AAFPL5537L DIN:00009278	Non-Executive Director	06-05-2004	--	--	NA	3	0	0	0
Mrs.	SHUBHA KANORIA	PAN:AFCPK8365B DIN:00036489	Non-Executive Director	10-05-2014	--	--	NA	1	0	0	0
Mr.	NAVIN NAYAR	PAN:ABQPN3100K DIN:00136057	Non-Executive Independent Director	10-05-2014	01-08-2016	--	5 years	4	4	5	2
Mr.	ASHUTOSH BHAGAT	PAN:ADJPB0979P DIN:00059842	Non-Executive Independent Director	10-05-2014	01-08-2016	--	5 years	1	1	0	0

Whether Regular Chairperson appointed : Yes  
Whether Chairperson is related to managing director or CEO : Yes

\$ 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 Board of Directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non Executive/Independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	ABHJIT DATTA	Chairperson-Independent-Non Executive	27-07-2009	--
		GOLAM MOMEN	Independent-Non Executive	30-01-2001	--
		DHIRENDRA KUMAR	Independent-Non Executive	30-01-2004	--
		NAVIN NAYAR	Non-Executive	09-08-2014	--
2. Nomination & Remuneration Committee	Yes	DHIRENDRA KUMAR	Chairperson-Independent-Non Executive	06-05-2004	--
		GOLAM MOMEN	Independent-Non Executive	13-05-2003	--
		ABHJIT DATTA	Independent-Non Executive	28-01-2010	--
		SAMVEG A. LALBHAI	Non-Executive	16-03-2009	--
3. Risk Management Committee(if applicable)	N.A	N.A	N.A	N.A	N.A
4. Stakeholders Relationship Committee*	Yes	GOLAM MOMEN	Chairperson-Independent-Non Executive	30-01-2001	--
		ABHJIT DATTA	Independent-Non Executive	16-03-2009	--
		DHIRENDRA KUMAR	Independent-Non Executive	28-01-2010	--
		ADARSH KANORIA	Executive	30-01-2001	--
5. Corporate Social Responsibility Committee	Yes	ADARSH KANORIA	Chairperson- Executive	10-05-2014	--
		GOLAM MOMEN	Independent-Non Executive	10-05-2014	--
		DHIRENDRA KUMAR	Independent-Non Executive	10-05-2014	--

\$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	Whether requirement of Quorum met (details) *	Number of Directors present *	Number of Independent Directors present *	Maximum gap between any two consecutive (in number of days)
25.05.2019	10.08.2019	Yes	8	4	76 Days

\* to be filled in only for current quarter meetings

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present *	Number of Independent Directors present *	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
10.08.2019 (Audit Committee)	Yes All members were	3	3	25.05.2019	76 Days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional in only for current quarter meetings

\* to be filled

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 transactions	N.A. (No such transaction entered)
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit	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**
- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
    - Audit Committee
    - Nomination & remuneration committee
    - Stakeholders relationship
  - The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - 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.
  - 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: 15.10.2019  
Place: Kolkata

For Bengal Tea & Fabrics Limited

Senita Shah  
Company Secretary  
(Membership No. : F8495)



**BENGAL TEA & FABRICS LIMITED**

CIN L51909WB1983PLC036542

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**ANNEXURE III****I Affirmations**

<b>Broad heading</b>	<b>Regulation</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholders Relationship Committee at the annual general meeting	20 (3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

Date:15.10.2019

Place: Kolkata

For Bengal Tea &amp; Fabrics Limited

  
Sunita Shah

Company Secretary

(Membership No. : F8495)

