

Corporate Governance Report

1. Name of the Company : Bengal Tea & Fabrics Limited
2. Quarter ending : 31st March, 2021

I. Composition of Board of Directors											
Title (Mr./Ms)	Name of the Director	Category (Chairperson/Executive/Non-Executive/independent/Nominee)&	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (in years)	Date of Birth	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	Chairperson-Executive Director	05-01-1991	10-08-2019	--	NA	14-02-1967	1	0	1	0
Mr.	KAILASH PRASAD KHANDELWAL	Executive Director	09-11-2013	10-08-2019	--	NA	05-08-1955	1	0	0	0
Mr.	GOLAM MOMEN	Non-Executive Independent Director	05-12-1987	11-08-2018	--	5 years	06-06-1933	5	5	9	4
Mr.	DHIRENDRA KUMAR	Non-Executive Independent Director	13-08-2003	11-08-2018	--	5 years	27-11-1942	3	1	2	0
Mr.	ABHIJIT DATTA #	Non-Executive Independent Director	27-07-2009	11-08-2018	24-02-2021	5 years	01-06-1949	3	3	3	2
Mr.	SAMVEG A. LALBHAI	Non-Executive Director	06-05-2004	--	--	NA	04-06-1961	3	0	0	0
Mrs.	SHUBHA KANORIA	Non-Executive Director	10-05-2014	--	--	NA	03-11-1967	1	0	0	0
Mr.	NAVIN NAYAR	Non-Executive Independent Director	10-05-2014	15-09-2020	--	5 years	12-10-1962	4	4	5	3
Mr.	ASHUTOSH BHAGAT	Non-Executive Independent Director	10-05-2014	15-09-2020	--	5 years	14-12-1973	1	1	0	0

Resigned on 24.02.2021

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) S	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	ABHILASH DATTA *	Chairperson-Independent-Non-Executive	27-07-2009	24-02-2021
		GOLAM MOMEN	Independent-Non-Executive	30-01-2001	
		DIHRENDRA KUMAR	Independent-Non-Executive	30-01-2004	
		SAMIN SAKIB	Independent-Non-Executive	09-08-2014	
2. Nomination & Remuneration Committee	Yes	DIHRENDRA KUMAR	Chairperson-Independent-Non-Executive	06-05-2004	
		GOLAM MOMEN	Independent-Non-Executive	13-05-2003	24-02-2021
		ABHILASH DATTA *	Independent-Non-Executive	28-01-2010	
		SAMVEG A TALBIAT	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	
		DIHRENDRA KUMAR	Independent-Non-Executive	16-03-2009	24-02-2021
		ADARSH KANORIA	Executive	28-01-2010	
		ADARSH KANORIA	Chairperson-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	
		DIHRENDRA KUMAR	Independent-Non-Executive	10-05-2014	

* Resigned on 24-02-2021

S: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 meetings in number of days
09.11.2020	12.02.2021	Yes	8	4	94 Days

* to be filled in only for current quarter meetings

IV. Meeting of Committees						
Name of the Committee	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*
Audit Committee	11.02.2021	YES	3	3	09.11.2020	93 days

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

NOTE:

SEBI vide circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 and SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated 26.06.2020 has relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the Board and Audit Committee as is required under Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) for the meetings held or proposed to be held between the period 1st December, 2019 and 30th June, 2020 till 30th June, 2020 which was further extended till 31st July, 2020 because of the pandemic Corona Virus Disease (COVID 19) and the lockdown imposed in various parts of the Country to contain the spread of COVID 19.

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	
Particulars	Compliance Status
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	YES
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
a. Audit Committee	YES
3. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
b. Nomination & Remuneration Committee	YES
4. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	YES
c. Stakeholders Relationship Committee	YES
5. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
a. Risk Management Committee (applicable to the top 500 companies)	
6. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	YES
7. 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.	YES
8. The report submitted in the previous quarter has been placed before Board of Directors.	YES
9. Any comments/observations/advice of Board of Directors may be mentioned here:	NONE

Date: 14.04.2021
Place: Kolkata

For Bengal Tea & Fabrics Limited

Sanita Nath
Company Secretary
(Membership No.: 18495)



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	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a. Details of business	Yes	www.bengaltea.com
b. Terms and conditions of appointment of independent directors	Yes	www.bengaltea.com
c. Composition of various committees of board of directors	Yes	www.bengaltea.com
d. Code of conduct of board of directors and senior management personnel	Yes	www.bengaltea.com
e. Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.bengaltea.com
f. Criteria of making payments to non-executive directors	Yes	www.bengaltea.com
g. Policy on dealing with related party transactions	Yes	www.bengaltea.com
h. Policy for determining 'material' subsidiaries	Yes	www.bengaltea.com
i. Details of familiarization programmes imparted to independent directors	Yes	www.bengaltea.com
k. Contact information of the designated officials of the listed entity who are responsible for assisting and handling	Yes	www.bengaltea.com
j. E-mail address for grievance redressal and other relevant details	Yes	www.bengaltea.com
l. Financial results	Yes	www.bengaltea.com
m. Shareholding pattern	Yes	www.bengaltea.com
n. Details of agreements entered into with the media companies and/or their associates	NA	
o. Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p. New name and the old name of the listed entity	NA	
q. Advertisements as per regulation 47 (1)	Yes	www.bengaltea.com
r. Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.bengaltea.com
s. Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
As per other regulations of the LODR:		
a. Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.bengaltea.com
b. Maternity Policy as per Regulation 30	Yes	www.bengaltea.com
c. Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
It is certified that these contents on the website of the Company are correct.		

ii. Annual Affirmations			
	Particulars	Regulation Number	Compliance status
			(Yes/No/NA) refer note below
1	Independent director(s) have been appointed in terms of specified criteria of independence and / or eligibility	16(1)(b) & 25(6)	Yes
2	Board composition	17(1) 17(1A) & 17(1B)	Yes
3	Meeting of board of directors	17(2)	Yes
4	Quorum of board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes



11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of board	17(11)	Yes
14	Maximum number of directorship	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination & Remuneration Committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
21	Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
22	Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	Directors and Officers insurance	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
41	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 "NA" 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: 14.04.2021
Place: Kolkata

For Bengal Tea & Fabrics Limited


Sanita Shah
Company Secretary

