

General information about company	
Scrp code	532220
NSE Symbol	
MSEI Symbol	
ISIN	INE665D01016
Name of the entity	BENGAL TEA & FABRICS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Term of director (in months)	Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Directorship in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Directorship in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for use providing PAN
ADARSH KANORIA	AFNPK794BB	00027290	Executive Director	Chairperson	MD	14-02-1967	No				Active	NA		05-01-1991	01-01-2023			1	0	1	0	
ADARSH KANORIA	AEXPM89142	00402662	Non-Executive - Independent Director	Not Applicable		06-06-1953	No				Active	Yes	31-08-2018	09-08-2014	01-04-2019	29-01-2023	100.21	0	0	0	0	
ADARSH KANORIA	AFZPK7734B	00153773	Non-Executive - Independent Director	Not Applicable		27-11-1942	No				Active	Yes	31-08-2018	09-08-2014	01-04-2019		102.22	3	1	2	0	
ADARSH KANORIA	AAPPL5357L	00009278	Non-Executive - Independent Director	Not Applicable		06-06-1961	No				Active	NA		06-05-2004				3	0	0	0	

### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Term of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number 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 held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for use providing PAN
ADARSH KANORIA																						

#### I. Composition of Board of Directors

ADARSH KANORIA	AFCPK8363B	00030489	Non-Executive - Non Independent Director	Not Applicable		11-1967	No				Active	NA		10-05-2014				1	0	0	0	
ADARSH KANORIA	ABQPN3100K	00130057	Non-Executive - Independent Director	Not Applicable		12-10-1982	No				Active	NA		01-08-2016	01-04-2021		79.3	5	4	6	5	
ADARSH KANORIA	ADDPN879P	00059942	Non-Executive - Independent Director	Not Applicable		11-12-1973	No				Active	NA		01-08-2016	01-04-2021		79.3	1	1	2	1	

## Text Block

Textual Information(1)	NOTES: 1. Mr. Adarsh Kanoria was reappointed as the Managing Director of the Company for a period of 3 years starting from 1st January, 2023 at the 39th AGM of the Company held on 5th August, 2022 2.Mr. Golam Momen ceased to be an Independent Director due to his death on 29th January, 2023.
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Audit Committee Details						
Whether the Audit Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00136057	NAVIN NAYAR	Non-Executive - Independent Director	Chairperson	09-08-2014	
2	00402662	GOLAM MOMEN	Non-Executive - Independent Director	Member	30-01-2001	29-01-2023
3	00153773	DHIRENDRA KUMAR	Non-Executive - Independent Director	Member	30-01-2004	
4	00059842	ASHUTOSH BHAGAT	Non-Executive - Independent Director	Member	31-05-2021	

## Sr Text Block

Textual Information(1)	Cessation due to death on 29.01.2023
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Nomination and remuneration committee						
Whether the Nomination and remuneration committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00153773	DHIRENDRA KUMAR	Non-Executive - Independent Director	Chairperson	06-05-2003	
2	00402662	GOLAM MOMEN	Non-Executive - Independent Director	Member	13-05-2003	29-01-2023
3	00009278	SAMVEGA LALBHAI	Non-Executive - Non Independent Director	Member	16-03-2009	
4	00059842	ASHUTOSH BHAGAT	Non-Executive - Independent Director	Member	31-05-2021	
5	00136057	NAVIN NAYAR	Non-Executive - Independent Director	Member	11-02-2023	

## Sr Text Block

Textual Information(1)	Cessation due to death on 29.01.2023
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Textual Information(2)	Appointed as a Member of the Nomination and Remuneration Committee vide Board Meeting dated 11-02-2023
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Stakeholders Relationship Committee						
Whether the Stakeholders Relationship Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00059842	ASHUTOSH BHAGAT	Non-Executive - Independent Director	Chairperson	11-02-2023	
2	00153773	DHIRENDRA KUMAR	Non-Executive - Independent Director	Member	16-03-2009	
3	00027290	ADARSH KANORIA	Executive Director	Member	30-01-2001	
4	00136057	NAVIN NAYAR	Non-Executive - Independent Director	Member	31-05-2021	
5	00402662	GOLAM MOMEN	Non-Executive - Independent Director	Chairperson	30-01-2001	29-01-2023

## Sr Text Block

Textual Information(1)	Appointed as the Member and Chairperson of the Stakeholders Relationship Committee vide Board Meeting dated 11-02-2023
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Textual Information(2)	Cessation due to death on 29.01.2023
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Risk Management Committee						
Whether the Risk Management Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00136057	NAVIN NAYAR	Non-Executive - Independent Director	Chairperson	09-08-2014	
2	00402662	GOLAM MOMEN	Non-Executive - Independent Director	Member	30-01-2001	29-01-2023
3	00153773	DHIRENDRA KUMAR	Non-Executive - Independent Director	Member	30-01-2004	
4	00059842	ASHUTOSH BHAGAT	Non-Executive - Independent Director	Member	31-05-2021	

Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation
1	00036489	SHUBHA KANORIA	Non-Executive - Non Independent Director	Chairperson	11-02-2023	
2	00153773	DHIRENDRA KUMAR	Non-Executive - Independent Director	Member	10-05-2014	
3	00402662	GOLAM MOMEN	Non-Executive - Independent Director	Member	10-05-2014	29-01-2023
4	00027290	ADARSH KANORIA	Executive Director	Member	10-05-2014	

## Sr Text Block

Textual Information(1)	Appointed as the Member and Chairperson of the Corporate Social Responsibility Committee vide Board Meeting dated 11-02-2023
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Textual Information(2)	Cessation due to death on 29.01.2023
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Other Committee					
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors
1	00136057	NAVIN NAYAR	Non-Executive - Independent Director	Chairperson	09-08-2014
2	00402662	GOLAM MOMEN	Non-Executive - Independent Director	Member	30-01-2001
3	00153773	DHIRENDRA KUMAR	Non-Executive - Independent Director	Member	30-01-2004
4	00059842	ASHUTOSH BHAGAT	Non-Executive - Independent Director	Member	31-05-2021

## Annexure 1

Annexure 1									
III. Meeting of Board of Directors									
Disclosure of notes on meeting of board of directors explanatory									
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of Independent Directors attending the meeting*
1	12-11-2022				Yes	8	6	3	
2		11-02-2023	90		Yes	6	5	3	

## Annexure 1

Annexure 1									
IV. Meeting of Committees									
Disclosure of notes on meeting of committees explanatory									
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	12-11-2022				Yes	4	3	3
2	Audit Committee	11-02-2023	90			Yes	3	3	3

## Annexure 1

V. Related Party Transactions		
Sr	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	Yes
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

## Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	(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	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

## Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	SUNITA SHAH
2	Designation	Company Secretary and Compliance Officer

## Annexure II

Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is No(details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.bengaltea.com
2	Terms and conditions of appointment of independent directors	Yes		www.bengaltea.com
3	Composition of various committees of board of directors	Yes		www.bengaltea.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.bengaltea.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.bengaltea.com
6	Criteria of making payments to non-executive directors	Yes		www.bengaltea.com
7	Policy on dealing with related party transactions	Yes		www.bengaltea.com
8	Policy for determining material/subsidiaries	Yes		www.bengaltea.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.bengaltea.com

## Annexure II

Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is No(details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.bengaltea.com
11	email address for grievance redressal and other relevant details	Yes		www.bengaltea.com
12	Financial results	Yes		www.bengaltea.com
13	Shareholding pattern	Yes		www.bengaltea.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	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		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.bengaltea.com
18	Credit rating or revision in credit rating obtained	Yes		www.bengaltea.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.bengaltea.com
21	Materiality Policy as per Regulation 30	Yes		www.bengaltea.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.bengaltea.com

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No(details of non-compliance may be given here.
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	

## Annexure II

12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	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 and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation	Compliance status	If status is No(details of non-compliance may be given here.)