



Bengal Tea & Fabrics Limited

CIN No. L51909WB1983PLC036542
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Telefax : 91-33 2283 6416/6417, e-mail : mail@bengaltea.com
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BTF/SE/2015-16/27(2)(a)/MAR.

12th April, 2016

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
(Scrip Code: 532230)

Dear Sir/ Madam,

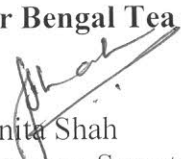
Sub: Corporate Governance - Quarterly Compliance Report – March, 2016

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are enclosing herewith the Quarterly Compliance Report on Corporate Governance for the three months ended 31st March, 2016.

This is for your information and record.

Thanking you.

Yours faithfully,
For Bengal Tea & Fabrics Limited


Sunita Shah
Company Secretary

Encl.: As above

ANNEXURE I

Corporate Governance Report

1. Name of the Company : Bengal Tea & Fabrics Limited
 2. Quarter ending : 31st March, 2016

I. Title (Mr./Ms)	Composition of Board of Directors Name of the Director	PAN & DINs	Category (Chairperson/Executive/Non-Executive/Independent/Executive/Nominee)&	Date of Appointment in the Current term/Cessation	Tenure* (in years)	No. of Directorship in Listed entities including this Listed 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.	GOLAM MOMEN	PAN: AEXM8914Q DIN: 00402662	Chairperson - Non-Executive Independent Director	09/08/2014	5 years	6	4	1	Appointed as Independent Director at the 31st AGM of the Company held on 9th August, 2014 to hold office upto 31st March, 2019
Mr.	ADARSH KANORIA	PAN: AFNPK7948B DIN: 00027290	Executive Director	01/01/2014	NA	1	1	-	-
Mr.	KAILASH PRASAD KHANDEWAL	PAN: AFXR8123M DIN: 00914834	Executive Director	01/01/2014	NA	1	-	-	-
Mr.	DIRENDRA KUMAR	PAN: AFZPK7734B DIN: 00153773	Non-Executive Independent Director	09/08/2014	5 years	4	3	-	Appointed as Independent Director at the 31st AGM of the Company held on 9th August, 2014 to hold office upto 31st March, 2019
Mr.	ABHJIT DATTA	PAN: AEPD1508P DIN: 00790029	Non-Executive Independent Director	09/08/2014	5 years	5	2	2	Appointed as Independent Director at the 31st AGM of the Company held on 9th August, 2014 to hold office upto 31st March, 2019
Mr.	SAMVEG A. LAIBHAI	PAN: AAFPL5537L DIN: 00009278	Non-Executive Director	06/05/2004	NA	2	-	-	-
Mrs	SHUBHA KANORIA	PAN: AFCR8365B DIN: 00036489	Non-Executive Director	10/05/2014	NA	1	-	-	-
Mr.	NAVIN NAYAR	PAN: ABQP3100K DIN: 00136957	Non-Executive Director	10/05/2014	NA	4	4	2	-
Mr.	ASHUTOSH BHAGAT	PAN: ADJPB979P DIN: 00059842	Non-Executive Director	10/05/2014	NA	1	-	-	-

* PAN number of any director would not be depicted 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	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	ABHJIT DATTA	Chairperson-Independent-Non Executive
	GOLAM KOMEN	Independent-Non Executive
	DHIRENDRA KUMAR	Independent-Non Executive
	NAVIN NAYAR	Non-Executive
2. Nomination & Remuneration Committee	ABHJIT DATTA	Independent-Non Executive
	GOLAM KOMEN	Independent-Non Executive
	DHIRENDRA KUMAR	Chairperson-Independent-Non Executive
	SAMVEG A LAIBHAI	Non-Executive
3. Risk Management Committee(if applicable)	N/A	N/A
4. Stakeholders Relationship Committee*	ABHJIT DATTA	Independent-Non Executive
	GOLAM KOMEN	Chairperson-Independent-Non Executive
	DHIRENDRA KUMAR	Independent-Non Executive
	ADARSH KANORIA	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) -
07/11/2015	06/02/2016	90 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*
06/02/2016	Yes	07/11/2015	90 days
(Audit Committee)	All members of the Audit Committee were present	(Audit Committee)	

* 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

- 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: 12.04.2016
Place: Kolkata



For Bengal Textiles & Fabrics Limited
Sanku Shah
Company Secretary

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	NA	
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/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.		
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: 12.04.2016
 Place: Kolkata

For Bengal Tea & Fabrics Limited

 Sujita Shah
 Company Secretary

