

BENGAL TEA & FABRICS LIMITED
CIN L51909WB1983PLC036542
 Century Towers, 45 Shakespeare Sarani, 4th Floor, Kolkata- 700 017
 Telefax – 91 -33 2283 6416/17 e-mail: mail@bengaltea.com

Corporate Governance Report

1. Name of the Company : Bengal Tea & Fabrics Limited
 2. Quarter ending : 31st March, 2017

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 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.	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:AFXPK8132M 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	7	6	1	Appointed as an Independent Director at the 31st AGM of the Company held on 9th August, 2014 to hold office for 5 years
Mr.	DHIRENDRA KUMAR	PAN:AFZPK7734B DIN:00153773	Non-Executive Independent Director	09-08-2014	5 years	4	2	-	Appointed as an Independent Director at the 31st AGM of the Company held on 9th August, 2014 to hold office for 5 years
Mr.	ABHIJIT DATTA	PAN:AEPDP1508P DIN:00790029	Non-Executive Independent Director	09-08-2014	5 years	5	2	2	Appointed as an Independent Director at the 31st AGM of the Company held on 9th August, 2014 to hold office for 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	NA	4	4	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	NA	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 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	ABHIJIT DATTA	Chairperson-Independent-Non Executive
	GOLAM MOMEN	Independent-Non Executive
	DHIRENDRA KUMAR	Independent-Non Executive
	NAVIN NAYAR	Non-Executive
2. Nomination & Remuneration Committee	ABHIJIT DATTA	Independent-Non Executive
	GOLAM MOMEN	Independent-Non Executive
	DHIRENDRA KUMAR	Chairperson-Independent-Non Executive
	SAMVEG A. LALBHAI	Non-Executive
3. Risk Management Committee(if applicable)	N.A	N.A
4. Stakeholders Relationship Committee*	ABHIJIT DATTA	Independent-Non Executive
	GOLAM MOMEN	Chairperson-Independent-Non Executive
	DHIRENDRA KUMAR	Independent-Non Executive
	ADARSH KANORIA	Executive

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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	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

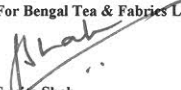
- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, 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:12.04.2017
Place: Kolkata

For Bengal Tea & Fabrics Limited


Sumita Shah
Company Secretary

