

**BENGAL TEA & FABRICS LIMITED**  
CIN L51909WB1983PLC036542

Century Towers, 45 Shakespeare Sarani, 4<sup>th</sup> 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 December, 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	8	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.	DHIRENDRA KUMAR	PAN:AFZPK7734B DIN:00153773	Non-Executive Independent Director	09-08-2014	5 years	3	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	4	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	5 years	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	5 years	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

§ 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.

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) -
29.07.2017 & 14.09.2017	02.12.2017	46 days & 78 days respectively

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*
02.12.2017 (Audit Committee)	Yes All members were present	14.09.2017 (Audit Committee)	71 days

\* 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/NA) 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
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee
b. Nomination & remuneration committee
c. Stakeholders relationship
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. 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.
5. 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: 15.01.2018
Place: Kolkata
For Bengal Tea & Fabrics Limited  Sunita Shah Company Secretary

