

Quarterly Compliance Report on Corporate Governance
As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015

Name of listed entity	The Peria Karamalai Tea And Produce Company Limited
Quarter ending	31.03.2018

I. Composition of Board of Directors								
Title (Mr/ Mrs)	Name of the Director	PAN § & DIN	Category (Chairperson/Executive/Non Executive/Independent/Nominee)&	Date of appointment in the current term/cessation	Tenure*	Number of directorship in listed entities including this listed entity (Refer Regulation 25(1) of the Listing Regulations)	Number of membership in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26 (1) of the Listing Regulations)	Number of posts of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26 (1) of the Listing Regulations)
Mr	Lakshmi Niwas Bangur	ADJPB0981H 00012617	Chairperson-Non Executive	01.04.1988	NA	3	6	2
Mrs	Alka Devi Bangur	ADJPB0980G 00012894	Managing Director – Executive	17.09.1993	NA	2	2	1
Mr	Shreeyash Bangur	AEBPB8449R 00012825	Deputy Managing Director Executive	05.11.2012	NA	2	1	0
Mr	H. M. Parekh	AFVPP3500N 00026530	Non Executive – Independent	22.09.2014	8 years	7	10	5
Mr	P.R.Ramakrishnan	AALPR4945E 02715749	Non Executive – Independent	22.09.2014	8 years	1	2	1
Mr	N.Swaminathan	AKIPSS590B 02743671	Non Executive – Independent	22.09.2014	8 years	1	2	0

§ 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	Mr.P.R.Ramakrishnan Mr.Lakshmi Niwas Bangur Mr.H.M.Parekh Mr.N.Swaminathan	Chairperson - Non Executive Independent Non Executive Non Executive-Independent Non Executive-Independent
2. Nomination and Remuneration Committee	Mr.P.R.Ramakrishnan Mr.Lakshmi Niwas Bangur Mr. H.M.Parekh Mr.N.Swaminathan	Chairperson -Non Executive Independent Non Executive Non Executive-Independent Non Executive-Independent
3. Risk Management Committee	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee	Mr.Lakshmi Niwas Bangur Mr.P.R.Ramakrishnan Mr.N.Swaminathan	Chairperson-Non Executive Non Executive-Independent Non Executive-Independent

§ Category of directors means executive/no-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 meetings (in number of days)
11.11.2017	14.02.2018	94
	15.03.2018	28

IV. Meeting of Committees – Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting in the previous quarter	Maximum gap between any two consecutive in number of days*
12.02.2018	Yes- 2 members	07.11.2017	96

*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	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



Note

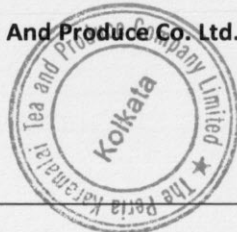
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words, "NA", may be indicated.
2. If status is "No", details of non-compliance may be given here

VI. Affirmation

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 and Remuneration Committee
 - c. Stakeholders Relationship Committee
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. This report will be placed before the Board of Directors in their next meeting.

For The Peria Karamalai Tea And Produce Co. Ltd.

Saurav Singhania
Saurav Singhania
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	N.A.	
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	
email 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	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes



<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A.
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A.
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	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 : N.A.

For The Peria Karamalai Tea And Produce Co. Ltd.

Saurav Singhania
Saurav Singhania
Company Secretary

