

**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**

<b>Name of listed entity</b>	<b>The Peria Karamalai Tea And Produce Company Limited</b>
<b>Quarter ending</b>	<b>31.03.2019</b>

<b>I. Composition of Board of Directors</b>									
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* (In months)	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	54	7	10	5	
Mr	P.R.Ramakrishnan	AALPR4945E 02715749	Non Executive – Independent	22.09.2014	54	1	2	1	
Mr	N.Swaminathan	AKIPS5590B 02743671	Non Executive – Independent	22.09.2014	54	1	2	0	
Mr	Ashok Kumar Bhargava	AHMPB3443P 00640248	Non Executive – Independent	08.05.2018	10	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				Date of Appointment	Date of Cessation
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)§	Category (Chairperson - Non Executive Independent Non Executive Non Executive-Independent Non Executive-Independent Non Executive-Independent Chairperson -Non Executive Independent Non Executive Non Executive-Independent Non Executive-Independent Not Applicable Chairperson-Non Executive Non Executive-Independent Non Executive-Independent Not Applicable		
1. Audit Committee	Mr.P.R.Ramakrishnan	Chairperson - Non Executive Independent	Chairperson - Non Executive Independent	23.06.2009	
	Mr.Lakshmi Niwas Bangur	Non Executive	Non Executive	28.04.2009	
	Mr.H.M.Parekh	Non Executive-Independent	Non Executive-Independent	23.06.2009	--
	Mr.N.Swaminathan	Non Executive-Independent	Non Executive-Independent	29.07.2009	
	Mr. Ashok Kumar Bhargava	Non Executive-Independent	Non Executive-Independent	08.05.2018	
2. Nomination and Remuneration Committee	Mr.P.R.Ramakrishnan	Chairperson -Non Executive Independent	Chairperson -Non Executive Independent	23.06.2009	
	Mr.Lakshmi Niwas Bangur	Non Executive	Non Executive	28.04.2009	
	Mr. H.M.Parekh	Non Executive-Independent	Non Executive-Independent	23.06.2009	--
	Mr.N.Swaminathan	Non Executive-Independent	Non Executive-Independent	29.07.2009	
3. Risk Management Committee	Not Applicable	Not Applicable	Not Applicable	Not Applicable	
4. Stakeholders Relationship Committee	Mr.Lakshmi Niwas Bangur	Chairperson-Non Executive	Chairperson-Non Executive	28.04.2009	
	Mr.P.R.Ramakrishnan	Non Executive-Independent	Non Executive-Independent	23.06.2009	
	Mr.N.Swaminathan	Non Executive-Independent	Non Executive-Independent	21.07.2012	--
	Mr. Ashok Kumar Bhargava	Non Executive-Independent	Non Executive-Independent	08.05.2018	

§ 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.

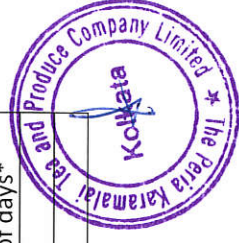
**Note:**

Since the Corporate Governance as per clause 49 of the listing agreement became applicable to the Company from the financial year 2009-10, the Company was required to constitute/ reconstitute the committees as per requirement of the listing agreement. The Investor Grievance Committee (now Stakeholders Relationship Committee) and Remuneration Committee (now Nomination & Remuneration Committee) was reconstituted w.e.f 28.04.2009, therefore, the date of appointment of Mr. L N Bangur as a member of both the committees is being mentioned as 28.04.2009.

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)
10.11.2018	02.01.2019	52
	11.02.2019	39
	28.03.2019	44

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
08.02.2019	Yes- 2 members	05.11.2018
		Maximum gap between any two consecutive in number of days* 94

\*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		Compliance Status (Yes/No/NA)refer note below
Subject		
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
<p><b>Note</b></p> <p>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.</p> <p>2. If status is "No", details of non-compliance may be given here</p>		

VI. Affirmation
<ol style="list-style-type: none"> <li>1. The Composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>2. The Composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination and Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> </ol> </li> <li>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.</li> <li>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.</li> <li>5. This report will be placed before the Board of Directors in their next meeting.</li> </ol>

For The Peria Karamalai Tea & Produce Co. Ltd.

Saurav Singhania  
Saurav Singhania  
Company Secretary

Date: 11.04.2019

Place: Kolkata



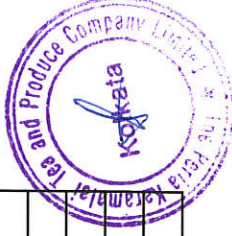


# THE PERIA KARAMALAI TEA & PRODUCE COMPANY LIMITED

## 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	Yes	
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	
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	
Board composition	17(1)	
Meeting of Board of directors	17(2)	
Review of Compliance Reports	17(3)	
Plans for orderly succession for appointments	17(4)	
Code of Conduct	17(5)	
Fees/compensation	17(6)	
Minimum Information	17(7)	
Compliance Certificate	17(8)	
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)	Yes
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.

For The Peria Karamalai Tea & Produce Co. Ltd.

Saurav Singhania

Company Secretary

Date: 11.04.2019

Place: Kolkata

