

**Annexure- I**  
**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>31.03.2020</b>

I. Composition of Board of Directors													
Title (Mr/ Mrs)	Name of the Director	PAN \$& DIN	Category (Chairperson/Executive/Non Executive/Independent/Nominee)&	Initial Date of Appointment	Date of appointment in the current term/cessation	Tenure* (In months)	Date of Birth	Whether Special resolution Passed?	Date of Passing Special resolution	No of Directorship in listed entities including this listed entities (in reference to Regulation 17A (1))	Number of Independent directorship in listed entities including this listed entity (Refer Regulation 17A(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	ADJPB0981H00012617	Chairperson-Non Executive	01.04.1988	01.04.1988	NA	26.08.1949	N.A.	-	3	0	6	2
Mrs	Alka Devi Bangur	ADJPB0980G00012894	Managing Director – Executive	17.09.1993	17.09.2017	NA	28.11.1954	N.A.	-	2	1	2	1
Mr	Shreeyash Bangur	AEBPB8449R00012825	Deputy Managing Director Executive	05.11.2012	05.11.2015	NA	01.06.1980	N.A.	-	2	0	1	0
Mr	H. M. Parekh	AFVPP3500N00026530	Non Executive – Independent	23.06.2009	22.09.2019	129	23.03.1937	Yes	09.09.2019	4	4	6	2
Mr	P.R.Ramakrishnan	AALPR4945E02715749	Non Executive – Independent	23.06.2009	22.09.2019	129	08.01.1952	Yes	09.09.2019	1	1	2	1
Mr	N.Swaminathan	AKIPS5590B02743671	Non Executive – Independent	29.07.2009	22.09.2019	128	25.06.1939	Yes	09.09.2019	1	1	2	0
Mr	Ashok Kumar Bhargava	AHMPB3443P00640248	Non Executive – Independent	08.05.2018	08.05.2018	23	09.09.1956	N.A.	-	1	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.

<b>Whether Regular chairperson appointed</b>	<b>Yes</b>	<b>Whether Chairperson is related to MD or CEO</b>	<b>Yes</b>
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II. Composition of Committees					
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)\$	Date of Appointment	Date of Cessation	Whether Regular chairperson appointed
1. Audit Committee	Mr.P.R.Ramakrishnan Mr.Lakshmi Niwas Bangur Mr.H.M.Parekh Mr.N.Swaminathan Mr. Ashok Kumar Bhargava	Chairperson - Non Executive Independent Non Executive Non Executive-Independent Non Executive-Independent Non Executive-Independent	23.06.2009	--	Yes
			28.04.2009		
			23.06.2009		
			29.07.2009		
			08.05.2018		
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	23.06.2009	--	Yes
			28.04.2009		
			23.06.2009		
			29.07.2009		
3. Risk Management Committee	Not Applicable	Not Applicable	Not Applicable	Not Applicable	
4. Stakeholders Relationship Committee	Mr.Lakshmi Niwas Bangur Mr.P.R.Ramakrishnan Mr.N.Swaminathan Mr. Ashok Kumar Bhargava	Chairperson-Non Executive Non Executive-Independent Non Executive-Independent Non Executive-Independent	28.04.2009	--	Yes
			23.06.2009		
			21.07.2012		
			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 previous quarters	Maximum gap between relevant quarters	Whether requirement of Quorum met (YES/NO) *	Number of Directors Present *	Number of Independent Directors Present *
09.11.2019	08.02.2020	-	67	Yes	7	4
02.12.2019	-	22	-			

\*Provide details for current quarter only.

IV. Meeting of Committees – Audit Committee					
Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met (YES/NO)	Number of Directors Present	Number of Independent Directors Present	Maximum gap between any two consecutive meetings (in number of days)
05.11.2019	05.02.2020	YES	3	2	91

\*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 & Produce Co. Ltd.**

**Sd/-**

**Saurav Singhania**

**Company Secretary**

**Date:14.05.2020**

**Place: Kolkata**

**ANNEXURE II**  
**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status</b> <small>(Yes/No/NA)refer note below</small>	<b>Web address</b>
<b>As per regulation 46(2) of the LODR:</b>		
Details of business	Yes	<a href="http://www.periatea.com/Corporate-Profile.php">www.periatea.com/Corporate-Profile.php</a>
Terms and conditions of appointment of independent directors	Yes	<a href="http://www.periatea.com/board-of-directors.php">www.periatea.com/board-of-directors.php</a>
Composition of various committees of board of directors	Yes	<a href="http://www.periatea.com/Committees-of-the-Board.php">www.periatea.com/Committees-of-the-Board.php</a>
Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.periatea.com/Directors-and-Senior-Management.php">www.periatea.com/Directors-and-Senior-Management.php</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.periatea.com/investors.php">www.periatea.com/investors.php</a>
Criteria of making payments to non-executive directors	Yes	<a href="http://www.periatea.com/Annual-Reports.php">www.periatea.com/Annual-Reports.php</a>
Policy on dealing with related party transactions	Yes	<a href="http://www.periatea.com/investors.php">www.periatea.com/investors.php</a>
Policy for determining 'material' subsidiaries	Yes	<a href="http://www.periatea.com/investors.php">www.periatea.com/investors.php</a>
Details of familiarization programmes imparted to independent directors	Yes	<a href="http://www.periatea.com/investors.php">www.periatea.com/investors.php</a>
email address for grievance redressal and other relevant details	Yes	<a href="http://www.periatea.com/Grievance-Redressal.php">www.periatea.com/Grievance-Redressal.php</a>
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.periatea.com/Investor-Grievance.php">www.periatea.com/Investor-Grievance.php</a>
Financial results	Yes	<a href="http://www.periatea.com/financial-results.php">www.periatea.com/financial-results.php</a>
Shareholding pattern	Yes	<a href="http://www.periatea.com/shareholding-patterns.php">www.periatea.com/shareholding-patterns.php</a>
Details of agreements entered into with the media companies and/or their associates	N.A.	-
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A.	-
New name and the old name of the listed entity	N.A.	-
Advertisements as per regulation 47 (1)	Yes	<a href="http://www.periatea.com/investors.php">www.periatea.com/investors.php</a>
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A.	-
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="http://www.periatea.com/investors.php">www.periatea.com/investors.php</a>
<b>As per other regulations of the LODR:</b>		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.periatea.com">www.periatea.com</a>
Materiality Policy as per Regulation 30	Yes	<a href="http://www.periatea.com/investors.php">www.periatea.com/investors.php</a>
Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	
It is certified that these contents on the website of the listed entity are correct.	Yes	<a href="http://www.periatea.com">www.periatea.com</a>

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b> <small>(Yes/No/NA)</small> 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), 17(1A) & 17(1B)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Quorum of Board meeting</i>	17(2A)	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 &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of Board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1)&(2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1),20(2)&20(2A)	Yes
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of Risk Management Committee</i>	21(3A)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),23(1A),(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)	NA
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>D &amp; O Insurance for Independent Directors</i>	25(10)	NA
<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 have been complied.

**For The Peria Karamalai Tea & Produce Co. Ltd.**

**Sd/-**

**Saurav Singhania**

**Company Secretary**

**Date: 14.05.2020**

**Place: Kolkata**