



Bateli Tea Company Ltd.

April 12, 2019

The Secretary,
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700001

Scrp Name: Bateli Tea Co. Limited



Dear Sir/ Madam,

Sub: Report on Corporate Governance as per Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above subject and pursuant to the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Report on Corporate Governance for the quarter and year ended March 31, 2019, in the specified format.

We request you to kindly take the above on records.

Thanking you,

Yours faithfully,
For Bateli Tea Co Limited


M.E.H. Ansari
Company Secretary



Bateli Tea Company Ltd.

Compliance Report on Corporate Governance

1	Name of Listed Entity	Bateli Tea Company Limited
2	Quarter ending	March 31, 2019

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN* & DIN	Category** (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term /Cessation	Tenure..	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 listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vijay Dalmia	ADJPD4043P 00583896	Executive /WTD & CFO	01/03/2018	-	2(Non Independent)	2	-
Ms.	Sonam Jalan	AEPB3045P 08130908	Independent	25/05/2018	10 month	2 (Independent)	4	2
Mr.	Rajinder Prosad Jain	ACUPJ0594J 00556325	Chairman/ Independent	30/09/2014	4 year 6 months	2	4	2
Mr.	Manish Dalmia	ADJPD4042P 00264752	Non-Executive & Non Independent	13/08/1997	-	3(Non Independent)	2	-
Mr.	Girdhar Gopal Dalmia	AGUPD7396J 00583976	Executive/ Managing Director	01/03/2015	-	2(Non Independent)	-	-
Mr.	Parekh Mani Baro	AFPPB5208P 08067392	Executive/ WTD	14/02/2018	-	2(Non Independent)	-	-

* 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.





Bateli Tea Company Ltd.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category* (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee	1) Mr. R. P. Jain 2) Ms. Sonam Jalan 3) Mr. Manish Dalmia	Chairperson/Independent Independent Non-Executive/ Non Independent
2. Nomination & Remuneration Committee	1) Mr. R. P. Jain 2) Ms. Sonam Jalan 3) Mr. Manish Dalmia	Chairperson/Independent Independent Non-Executive/ Non Independent
3. Corporate Social Responsibility Committee	1) Mr. Vijay Dalmia 2) Ms. Sonam jalan 3) Mr. R.P Jain	Chairperson/Executive Independent Independent
4. Stakeholders Relationship Committee	1) Ms. Sonam Jalan 2) Mr. R. P. Jain 3) Mr. Manish Dalmia	Chairperson/Independent Independent Non-Executive/Non Independent

* 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

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)
1. 14.11.2018	1. 22.01.2019 2. 14.02.2019 3. 25.03.2019 4. 30.03.2019	68 days 22 days 38 days 04 days

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
1. 14.02.2019 (Audit Committee)	Yes	1. 14.11.2018 (Audit Committee)	91 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	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

Note



- 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.
- If status is "No" details of non-compliance may be given here.



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 Regd. Office : 130, Cotton Street, Kolkata-700 007
 Estate : Bateli Tea Estate, Mazbat
 CIN : L40100WB1919PLC003227



Bateli Tea Company Ltd.

VI. Affirmations
<ol style="list-style-type: none">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<ol style="list-style-type: none">a. Audit Committeeb. Nomination & remuneration committeec. Stakeholders relationship committeed. Corporate Social Responsibility committee3. 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 and/or 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:
<p> Name & Designation: M.E.H. Ansari (Company Secretary & Compliance Officer)</p> 

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



Bateli Tea Company Ltd.

Compliance Report on Corporate Governance

(To be submitted by listed entity at the end of the financial year for the whole of financial year)

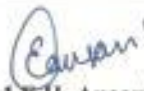
1	Name of Listed Entity	Bateli Tea Company Limited	
2	Year ending	March 31, 2019	
I. Disclosure on website in terms of Listing Regulations			
	Item	Compliance status (Yes/No/NA) <small>refer note below</small>	
	Details of business	Yes	
	Terms and conditions of appointment of independent directors	Yes	
	Composition of various committees of board of directors	Yes	
	Code of conduct of board of directors and senior management	Yes	
	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
	Criteria of making payments to non-executive directors	NA (non-executive directors are not entitled to any remuneration)	
	Policy on dealing with related party transactions	Yes	
	Policy for determining 'material' subsidiaries	Yes	
	Details of familiarization programmes imparted to independent	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	NA	
	New name and the old name of the listed entity	NA	
II Annual Affirmations			
	Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
	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

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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)	Yes
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		
 M.E.H. Ansari (Company Secretary & Compliance Officer) 