



BENGAL TEA & FABRICS LIMITED

CIN: L51909WB1983PLC036542

Regd. Office: Century Tower, 4th Floor, 45, Shakespeare Sarani, Kolkata – 700 017

Telefax: 033 2283-6416/17 E-Mail: investor@bengaltea.com Website: www.bengaltea.com

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration), Rules, 2014]

To
The Members

Notice is hereby given to the members of the Company pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) as amended from time to time, read with the General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), seeking their approval for the resolution set out below proposed to be passed through Postal Ballot (“Postal Ballot”) by way of voting through electronic means (remote e-voting) as special business using the platform provided by National Securities Depository Limited (“NSDL”). The Company is offering facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the special resolution setting out the material facts and reasons thereof is appended to this Postal ballot Notice.

Mrs. Swati Bajaj, (CP No. 3502, Membership No. ACS 13216) Partner of M/s. Bajaj Todi & Associates, Practicing Company Secretaries, Kolkata has been appointed as Scrutinizer to scrutinize and conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote E-voting period will commence at 9:00 a.m. on Friday, 5th January, 2024 and will end on Saturday, 3rd February, 2024. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 29th December, 2023 (End of day) may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The Scrutinizer will submit their report to the Chairman or any authorised person of the Company and the result of the Postal Ballot will be announced on or before Monday, 5th February, 2024. The said result will be displayed at the Registered Office of the Company and intimated to BSE Limited (“BSE”) where the shares of the Company are listed at www.bseindia.com Additionally, the result will also be uploaded on the Company’s website at www.bengaltea.com and on the website of NSDL at www.evoting.nsdl.com

PROPOSED SPECIAL RESOLUTION:

1. Increase in Limits of Intercorporate loans, guarantees and investments prescribed under Section 186 of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors, in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹. 250,00,00,000 (Rupees Two Hundred and Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided, however may be in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Managing Director and the Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and do all matters arising out of and incidental thereto and to sign and

to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board of Directors,
For **BENGAL TEA & FABRICS LIMITED**

Sd/-
Sunita Shah
Company Secretary
(Membership no: F8495)

Registered Office:
Century Tower, 4th Floor,
45, Shakespeare Sarani,
Kolkata – 700 017
Date: 28.12.2023

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

Item no.1

The provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, sub-section 3 to Section 186 of the Act provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of members by means of a Special Resolution is required to be obtained at a general meeting.

The surplus funds generated from the sale of leasehold rights of the Company’s land of Asarwa Mills, Ahmedabad and Dholka Property situated at Gujarat would be required to be invested. The surplus funds generated after the sale can be invested in securities market, AIF of all Categories, Venture Capital Funds, Bonds or debentures of any kind whether secured, unsecured, convertible, non-convertible, etc. Your Company had increased the limits of inter corporate loans, guarantees and investment made to ₹. 100,00,00,000 (Rupees One Hundred Crores Only) vide Special Resolution passed at the 39th Annual General Meeting held on 5th August, 2022 which were required to be further increased by taking the approval of the Shareholders under Section 186 of the Companies Act, 2013.

In view of the above and considering the long term business plans of the Company, which may require the Company to make sizeable loans / investments and/or issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the members is being sought for enhancing the aforesaid limits upto ₹. 250,00,00,000 (Rupees Two Hundred and Fifty Crores Only) which is above the threshold limit as calculated under Section 186 of the Companies Act, 2013.

Your Directors recommend the resolution to be passed as a Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnels or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

By Order of the Board of Directors,
For **BENGAL TEA & FABRICS LIMITED**

Sd/-
Sunita Shah
Company Secretary
(Membership no: F8495)

Registered Office:
Century Tower, 4th Floor,
45, Shakespeare Sarani,
Kolkata – 700 017
Date: 28.12.2023

Notes:

1. Explanatory Statement for the proposed Special Resolution pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Rules and Secretarial Standards on General Meetings (SS-2) stating material facts of the proposed resolution is annexed hereto.
2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as on Friday, 29th December, 2023 (cut-off date) and who have registered their e-mail addresses with the Company/Depositorie/RTA. The Postal Ballot Notice has also been placed on the websites of the Company at www.bengaltea.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and NSDL at www.evoting.nsdl.com.

3. Communication of assent or dissent of the Members would take place only through the remote voting system. **Physical copies of the Postal Ballot Notice are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.**
4. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
5. The Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on the cut off date.
6. The Company has received the Consent letter of Mrs. Swati Bajaj, (CP No.3502) Partner, M/s Bajaj Todi & Associates, Practising Company Secretaries, Kolkata to act as Scrutinizer for the Postal Ballot process pursuant to Rule 22 (5) of Companies (Management and Administration) Rules, 2014. The Board of Directors at its meeting held on 28th December, 2023 has appointed Mrs. Swati Bajaj, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
7. The resolution will be taken as passed effectively on the date of declaration of the result at the registered office of the Company as well as placed on the Company's website, if the result of the postal ballot indicates that the requisite majority of the Members have assented to the resolution.
8. In respect of shares held by Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to vote on its behalf.
9. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 29th December, 2023. The Equity shares held by IEPF do not have any voting rights.
10. Mrs. Swati Bajaj, (CP No. 3502, Membership No. ACS 13216) partner of M/s Bajaj Todi & Associates. Practising Company Secretaries of 225D, A.J.C.Bose Road, 3rd Floor, Kolkata 700 020 will within a period of not exceeding 48 hours from the conclusion of the e-voting unblock the votes cast through remote e-voting, after counting the votes cast at the meeting in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any and forward to the Chairman.
11. **Voting through electronic means (Electronic Voting)**
 - (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA/SEBI Circulars and Secretarial Standard on General Meetings, the Company is pleased to provide the members the facility to exercise their right to vote on resolutions set forth in this notice by electronic means (e-voting) instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.
 - (ii) The e-voting period will begin at 9:00 a.m. on Friday, 5th January, 2024 and will end on Saturday, 3rd February, 2024 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 29th December, 2023 may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - (iii). The instructions for remote e-voting are as under:

Electronic voting using NSDL e-voting System: The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

a. Individual shareholders holding securities in demat mode with NSDL

1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "**Beneficial Owner**" icon under "Login" which is available under "**IDeAS**" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on option available against the Company name or **e-voting service provider - NSDL** and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.

2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS” Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on the Company’s name or **e-voting service provider - NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



b. Individual shareholders holding securities in demat mode with CDSL

Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use their existing myeasi username & password.

After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly.

If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also be able to directly access the system of all e-voting Service Providers.

c. Login through Depository Participants for individual shareholders

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-voting feature. Click on option available against the Company name or e-voting service provider name - NSDL and you will be redirected to e-voting service provider’s website for casting your vote during the e-voting period.

Important Note: If you are unable to retrieve User ID/ Password, please use ‘Forget User ID’ and ‘Forget Password’ options available at above mentioned websites and follow the instructions given therein.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL & CDSL :

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login method for shareholders other than individual shareholders holding securities in Demat form and shareholders holding securities in physical mode

How to Login to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder’s/ Members section’
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Characters DP ID followed by 8 Digits Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digits Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’ ?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of the company for which you wish to cast your vote during the remote e-voting period
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes casted by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders for voting

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to swati@bajajtodi.com, with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or may call on 022 - 4886 7000 and 022 - 2499 7000 or may send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories/Registrar & Share Transfer Agents “RTA”

Members holding shares in demat mode, who have not registered their email addresses and mobile nos. are requested to register the same with their respective DP and members holding shares in physical mode are requested to update their email addresses and Mobile nos. with the Company’s RTA, CB Management Services (P) Limited at rta@cbmsl.com, to receive all official correspondence in electronic mode and are further requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time. Members may follow the process detailed below for registration of email ID to obtain all future correspondence and update other KYC details/ bank account details :

Members holding shares in Physical form	Register/ update the details in prescribed Form ISR 1 and other relevant forms, duly signed with C B Management Services Pvt. Ltd., Registrar and Share Transfer Agent (“RTA”) of the Company at rta@cbmsl.com Members may download the prescribed forms from the Company’s website viz., www.bengaltea.com or the RTA’s Website viz., www.cbmsl.com
Members holding shares in Demat form	Please contact your Depository Participant (DP) and register/update your email address and/or bank account details as per the advice given by your DP

By Order of the Board of Directors,
For **BENGAL TEA & FABRICS LIMITED**

Registered Office:
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45, Shakespeare Sarani,
Kolkata – 700 017
Date: 28.12.2023

Sd/-
Sunita Shah
Company Secretary
(Membership no: F8495)