



# Bengal Tea & Fabrics Limited

CIN No. L51909WB1983PLC036542

Century Towers, 45, Shakespeare Sarani, 4th Floor, Kolkata - 700 017

Telefax : 91-33 2283 6416/6417, e-mail : mail@bengaltea.com

Website : www.bengaltea.com



ISO 9001 : 2008 & HACCP

## Results of Postal Ballot

Pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (Rules) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Shareholders of the Company was required to pass a Special Resolution pursuant to the provisions of Section 180 (1) (a) the Companies Act, 2013 to sell / lease/ dispose off its Spinning Unit either in whole or in part at the Textile Unit situated at Asarwa Mills, Ahmedabad as given in the Notice of Postal Ballot dated 29<sup>th</sup> July, 2017.

The voting on the said resolution was casted through physical postal ballot and electronic voting process. Based on the report submitted by Mr. Hanuman Mal Choraria, Practising, Company Secretary (Membership No. FCS 2398 C. P. No. 1499), the scrutinizer for Postal Ballot, the results are as follows:

i. Number of valid votes cast (physical ballot forms and e- votes) : 6929564

ii. Votes in favour of the resolution :

Particulars	Number of Members voted	No. of Votes cast in favour of Resolution	%of total no. of valid votes cast
(a)Voted by physical ballot	109	293776	
(b) Voted by electronic Mode	13	6633671	
<b>TOTAL</b>	<b>122</b>	<b>6927447</b>	<b>99.9694</b>

iii. Votes against the resolution:

Particulars	Number of Members	No. of Votes cast against the Resolution	%of total no. of valid votes cast
(a)Voted by physical ballot	15	1817	
(b) Voted by electronic Mode	6	300	
<b>TOTAL</b>	<b>21</b>	<b>2117</b>	<b>0.0306</b>





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**iv. Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total No. of Votes cast by them
1 (Physical Ballot – Signature Mismatch)	50

**v. Number of Postal Ballot Forms received in defaced or mutilated form: NIL**

The Resolution has therefore been approved by the shareholders with requisite majority.

**Date: 12.09.2017**

**Place: Kolkata**

**Adarsh Kanoria**  
**Chairman & Managing Director**  
**(DIN: 00027290)**

## H. M. CHORARIA

Practising Company Secretary  
E-mail: hmchoraria@gmail.com

Phones (033) 2242-0196

2243-2509

Mobile - 9830058715

Room No. 401, 4<sup>th</sup> Floor

14/2, Old China Bazar Street,  
Kolkata-700001

### Scrutinizer's Report

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rule 22[9]  
of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
Bengal Tea & Fabrics Limited]  
Century Towers, 4<sup>th</sup> Floor,  
45, Shakespeare Sarani,  
Kolkata-700017.

Dear Sir,

#### Sub: Postal Ballot - Scrutiny Report

I, Hanuman Mal Choraria, (CP No. 1499, Membership No. FCS 2398) of M/s H. M. Choraria & Co., Practising Company Secretaries, have been appointed, by the Board of Directors of Bengal Tea & Fabrics Ltd [the Company] as a Scrutinizer for the purpose of conducting the Postal Ballot process, including voting through electronic means, in a fair and transparent manner in terms of the resolution in the Notice of Postal Ballot dated 29<sup>th</sup> July, 2017.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Postal Ballot and voting through electronic means on the Resolution contained in the Notice dated 29<sup>th</sup> July, 2017. My responsibility as Scrutinizer for Postal Ballot, including e-voting process, is restricted to make a Scrutinizer's Report of votes cast "In favour" or "Against" the resolution based on the Postal Ballots as provided by M/s C.B. Management Services Private Limited, Kolkata and reports generated from e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide the e-voting facility. This e-voting Report is generated on the basis of information available/downloaded from the CDSL website: [www.evotingindia.com](http://www.evotingindia.com).

Further to the above, I hereby submit my Report:

- 1.1 The Company has completed dispatch of Notice of Postal Ballot dated 29<sup>th</sup> July, 2017 along with the Postal Ballot Forms with self addressed postage prepaid business reply envelopes to its members whose names appeared on the Register of Members/list of beneficiaries as on 04<sup>th</sup> August, 2017 (the cut-off date), on 9<sup>th</sup> August, 2017 through Registered Post/Speed Post/ electronic mode.
- 1.2 Particulars of all Postal Ballot Forms received from the members have been entered in a register separately maintained for the purpose.
- 1.3. The Postal Ballot Forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot Forms.





- 1.4. The ballot boxes were opened on 11<sup>th</sup> September, 2017 after 10.00 A.M. (IST), in my presence.
- 1.5. The Postal Ballot Forms were duly scrutinized in my presence on 11<sup>th</sup> September, 2017 and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries.
- 1.6. All Postal Ballot Forms received on or before (6.00 P.M.) on 10<sup>th</sup> September, 2017, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
- 1.7. Envelopes containing Postal Ballot Form after 10<sup>th</sup> September, 2017, if any, were not considered for my scrutiny.
- 1.8. I did not find any defaced or mutilated Postal Ballot Form.
- 1.9. The e-voting period remained open from (09.00 A.M) IST on Saturday, 12<sup>th</sup> August, 2017 to Sunday, 10<sup>th</sup> September, 2017 up to (05.00 P.M.) IST.
- 1.10. As stated above, the e-voting period ended at 05.00 P.M. on 10<sup>th</sup> September, 2017. Thereafter, the votes cast via electronic means were unlocked by me in the presence of two witnesses Mr. Amit Choraria and Ms. Sunita Chakraborty, who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence. I have also received the complete records of votes cast by electronic mode from CDSL, the agency providing and supervising electronic platform-(EVSIN-170801006) on 11<sup>th</sup> September, 2017.

2. The consolidated summary of the Postal Ballot Forms and e-votes received are given below:

## **SPECIAL BUSINESS**

### **Special Resolution:**

**SALE, LEASE OR DISPOSAL OF SPINNING SECTION AT TEXTILE UNIT OF THE COMPANY SITUATED AT ASARWA MILLS, AHMEDABAD, PURSUANT TO THE PROVISIONS OF SECTION 180(1) (a) THE COMPANIES ACT, 2013**

(I) Voted in favour of the resolution

Mode of voting	Number of members voted	No. of votes cast in favour of the Resolution	% of total no. of valid votes cast
Voted by electronic mode	13	6633671	95.7300
Voted by Physical Ballot	109	293776	4.2395
<b>TOTAL</b>	<b>122</b>	<b>6927447</b>	<b>99.9694</b>



(II) Voted against the resolution


Mode of voting	Number of members voted	No. of votes cast against the Resolution	% of total no. of valid votes cast
Voted by electronic mode	6	300	0.0043
Voted by Physical Ballot	15	1817	0.0262
TOTAL	21	2117	0.0306
TOTAL VALID VOTES	143	6929564	100.0000

(III) Invalid votes :

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
1	50

3. You may accordingly declare the results of the voting conducted through Postal Ballot process.
4. In terms of the provisions of the Rule 22 of the Companies (Management and Administration) Rules, 2014, I have maintained the Register of Postal Ballot and Voting in electronic form, the register and all other papers relating to Postal Ballot and electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the Postal Ballot.

Thanking you,  
Yours truly,



(H M Choraria)  
H. M. Choraria & Co.  
Practising Company Secretary  
FCS No. 2398, C P No. 1499

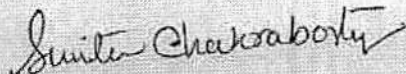


Kolkata  
Dated 12.09.2017

Witnesses:



(Amit Choraria) 14/2, Old China Bazar Street, Kolkata-700001



(Sunita Chakraborty) 14/2, Old China Bazar Street, Kolkata-700001

