



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

Voting Results and Outcome of 35th Annual General Meeting

As per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company had provided both remote e-voting facility and ballot voting (at the Annual General Meeting venue) to the members to cast their vote for the 35th AGM held on 11th August, 2018 at "Kalakunj", 48, Shakespeare Sarani, Kolkata 700 017 at 10.30 a.m. on the resolutions mentioned in the Notice of the 35th AGM dated 25th June, 2018. The Results of the Voting on the basis of the Consolidated Scrutinizer's Report are as follows:

Resolution Nos. as given in the Notice of 35 th Annual General Meeting	Particulars of Votes Cast							Results declared
		Remote e-Voting Results		Votes at AGM		Voting Results		
		Nos.	% of valid votes	Nos.	% of valid votes	Nos.	% of valid votes	
Ordinary Business								
1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31 st March, 2018 (Ordinary Resolution)	Votes casts in favour	6656633	95.369	323125	4.629	6979758	99.999	Approved by requisite majority
	Votes cast against	50	0.000	57	0.001	107	0.001	
	Invalid Votes	—	—	—	—	—	—	
2. Re-appointment of Mr. Kailash Prasad Khandelwal (DIN: 00914834) Director retiring by rotation (Ordinary Resolution)	Votes casts in favour	6656633	95.369	323132	4.6295	6979765	99.999	Approved by requisite majority
	Votes cast against	50	0.00	50	0.00	100	0.001	
	Invalid Votes	—	—	—	—	—	—	
Special Business								
3. Re-appointment Mr Golam Momen (DIN: 00402662) as an Independent Director of the company to hold office for a further period of five years (Special Resolution)	Votes casts in favour	6656633	95.369	323132	4.6295	6979765	99.999	Approved by requisite majority
	Votes cast against	50	0.00	50	0.00	100	0.001	
	Invalid Votes	—	—	—	—	—	—	
4. Re-appointment Mr. Dharendra Kumar (DIN: 00153773), as an Independent Director of the company to hold office for a further period of five years(Special Resolution)	Votes casts in favour	6656633	95.369	323132	4.6295	6979765	99.999	Approved by requisite majority
	Votes cast against	50	0.00	50	0.00	100	0.001	
	Invalid Votes	—	—	—	—	—	—	





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5. Re-appointment Mr. Abhijit Datta (DIN: 00790029), as an Independent Director of the company to hold office for a further period of five years(Special Resolution)	Votes casts in favour	6656633	95.369	323132	4.6295	6979765	99.999	Approved by requisite majority
	Votes cast against	50	0.00	50	0.00	100	0.001	
	Invalid Votes	-	-	-	-	-	-	
6. Sale or disposal of the company's Bungalow situated at Asarwa house, Dr. Balwantrao Mehta Marg, Shahibaug, Ahmedabad, Gujarat (Special Resolution)	Votes casts in favour	6656633	95.369	323125	4.629	6979758	99.999	Approved by requisite majority
	Votes cast against	50	0.000	57	0.001	107	0.001	
	Invalid Votes	-	-	-	-	-	-	
7. Fixation of Remuneration of Messers N.D.Birla and Co. Firm Regn. No. 000028 as Cost Auditors for the Textile Division of the Company (Ordinary Resolution)	Votes casts in favour	6656633	95.369	323132	4.6295	6979765	99.999	Approved by requisite majority
	Votes cast against	50	0.00	50	0.00	100	0.001	
	Invalid Votes	-	-	-	-	-	-	
8. Fixation of Remuneration of Messers D. Radhakrishnan and Co. Firm Regn. No. 000018 as Cost Auditors for the Tea Division of the Company (Ordinary Resolution)	Votes casts in favour	6656633	95.369	323132	4.6295	6979765	99.999	Approved by requisite majority
	Votes cast against	50	0.00	50	0.00	100	0.001	
	Invalid Votes	-	-	-	-	-	-	

Place: Kolkata
Date: 13.08.2018

Yours faithfully
For Bengal Tea & Fabrics Limited

Adarsh Kanoria

Adarsh Kanoria
(DIN: 00027290)
Chairman

H. M. CHORARIA

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

Phones (033) 2242-0196

2243-2509

Moblie – 9830058715.

Room No. 401, 4th Floor

14/2, Old China Bazar street

Kolkata-700001.

To,

The Chairman,

of the 35th Annual General Meeting of the members of the

BENGAL TEA & FABRICS LTD.,

Century Towers, 4th Floor

45, Shakespeare Sarani,

Kolkata-700017

Dear Sir,

Sub: Combined Scrutinizer's Report on results of remote e-voting and ballot voting conducted on the resolutions placed at the Annual General Meeting of the Company on 11th August, 2018

I, Hanuman Mal Choraria, (CP No. 1499, Membership No. FCS 2398) of M/s H. M. Choraria & Co., Practising Company Secretaries, was appointed, by the Board of Directors of Bengal Tea & Fabrics Limited [the Company] as a Scrutinizer in connection with the 35th Annual General Meeting (AGM) of the Company held at Kalakunj, 48, Shakespeare Sarani, Kolkata - 700017 on Saturday, the 11th August, 2018 at 10.30 A.M. for the purpose of scrutinizing the process of remote e-voting and the physical ballot, as per the provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred in this report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice dated 25th June, 2018 of the 35th AGM of the Members of the Company. My responsibility as Scrutinizer for remote e-voting process and physical ballot process is restricted to make a Scrutinizer's Report of votes cast "In favour" or "Against" on the resolutions stated above, based on the reports generated from remote e-voting system provided by the Central Depository Services (India) Limited (CDSL) the authorized agency engaged by the Company to provide e- voting facility and the physical ballot forms received from the shareholders at the venue of the 35th AGM.

Further to the above, I hereby submit my scrutiny report on remote e-voting and voting by physical ballot at the AGM :

I) The remote e-voting period remained open from Wednesday, 08th August, 2018, 09.00 A.M to Friday, 10th August, 2018 up to 05.00 P.M.

II) The Members of the Company as on the cut off/entitlement date i. e. 04th August, 2018 were entitled to vote on the resolutions as set out in the Notice dated 25th June, 2018 of the 35th Annual General Meeting of the members of the Company.

III) The Scrutinizer distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to caste the votes physically in case the same had not been done by them through remote e-voting.



IV) After declaration of the voting by the Chairman, the Ballot Box kept for voting was taken into custody and was locked.

IV) The Ballot Box was subsequently opened in my presence and the Ballot – papers were sorted out and diligently scrutinized. The ballot papers were reconciled with the records maintained by C.B. Management Services (P) Limited, the Registrar and Transfer Agents (R&TA) of the Company and the authorizations/proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as via ballot paper.

V) The votes cast on remote E voting were unblocked by me in the presence of two witnesses Mr. Amit Choraria and Mr. Navdeep Bhansali who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.

VI) No incomplete and/or defective Ballot papers were found, so as to be treated the same as invalid.

VII) The combined results of the remote e-voting (EVS- 180704007) and voting through ballot forms are as under:

A - Ordinary Business:

Item no. 1 - Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31st March, 2018 and Reports of the Board of Directors' and Auditors' thereon:

Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6656633	323125	6979758	99.999
Number of votes cast in against	50	57	107	00.001
Number of votes that are invalid	0	0	0	0
Total	6656683	323182	6979865	100

Item no. 2 - Ordinary Resolution for appointment of Director in place of Mr. Kailash Prasad Khandelwal (DIN: 00914834) who retires by rotation and being eligible, offer himself for reappointment:

Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6656633	323132	6979765	99.999
Number of votes cast in against	50	50	100	00.001
Number of votes that are invalid	0	0	0	0
Total	6656683	323182	6979865	100



B- Special Business:

Item no. 3- Special Resolution for re-appointment Mr Golam Momen (DIN: 00402662) as an Independent Director of the company to hold office for a further period of five years and who shall not be liable to retire by rotation:

Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6656633	323132	6979765	99.999
Number of votes cast in against	50	50	100	00.001
Number of votes that are invalid	0	0	0	0
Total	6656683	323182	6979865	100

Item no. 4- Special Resolution for re-appointment Mr. Dharendra Kumar (DIN: 00153773), as an Independent Director of the company to hold office for a further period of five years and who shall not be liable to retire by rotation:

Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6656633	323132	6979765	99.999
Number of votes cast in against	50	50	100	00.001
Number of votes that are invalid	0	0	0	0
Total	6656683	323182	6979865	100

Item no. 5- Special Resolution for re-appointment Mr. Abhijit Datta (DIN: 00790029), as an Independent Director of the company to hold office for a further period of five years and who shall not be liable to retire by rotation:

Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6656633	323132	6979765	99.999
Number of votes cast in against	50	50	100	00.001
Number of votes that are invalid	0	0	0	0
Total	6656683	323182	6979865	100



Item no.6 – Special Resolution for Sale or disposal of the company's Bunglow situated at Asarwa house, Dr. Balwantrao Mehta Marg, Shahibaug, Ahmedabad, Gujarat, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014:

Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6656633	323125	6979758	99.999
Number of votes cast in against	50	57	107	00.001
Number of votes that are invalid	0	0	0	0
Total	6656683	323182	6979865	100

Item no.7 - Ordinary Resolution for fixation of remuneration of M/s N.D Birla and Co. (Firm Regn. No. 000028) Cost Auditors of the Textile Division of the Company:

Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6656633	323132	6979765	99.999
Number of votes cast in against	50	50	100	00.001
Number of votes that are invalid	0	0	0	0
Total	6656683	323182	6979865	100

Item no.8 - Ordinary Resolution for fixation of remuneration of M/s D.Radhakrishnan & Co. (Firm Regn. No. 000018) Cost Auditors of the Tea Division of the Company:

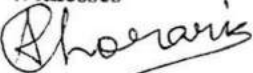
Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6656633	323132	6979765	99.999
Number of votes cast in against	50	50	100	00.001
Number of votes that are invalid	0	0	0	0
Total	6656683	323182	6979865	100



VIII). In terms of the provisions of Rule 20(4)(xiv), of the Companies (Management and Administration) Amendment Rules, 2015, I have maintained the Registers of e-voting in electronic form and the list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid. The registers and all other papers relating to electronic voting and voting by ballot shall remain in my safe custody until the Chairman of the Annual General Meeting considers, approve and signs the minutes of Annual General Meeting.

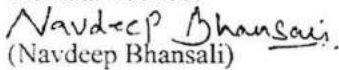
Thanking you.

Witnesses



(Amit Choraria)

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



(Navdeep Bhansali)

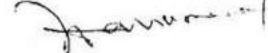
14/2 Old China Bazar Street,
Kolkata-700001.

Kolkata

Dated 11.08.2018



Your's truly



(H. M. Choraria)

Practising Company Secretary
FCS No. 2398, C P No. 1499