



# Bengal Tea & Fabrics Limited

CIN. 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 22000 : 2005  
ISO 9001 : 2015



CB-045-MS

## Voting Results and Outcome of 36<sup>th</sup> 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 36<sup>th</sup> AGM held on 10<sup>th</sup> August, 2019 at "Bharitya Bhasha Parishad", 36 A, Shakespeare Sarani, Kolkata 700 017 at 10.30 a.m. on the resolutions mentioned in the Notice of the 36<sup>th</sup> AGM dated 25<sup>th</sup> May, 2019. 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 36 <sup>th</sup> 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 <sup>st</sup> March, 2019 (Ordinary Resolution) | Votes casts in favour     | 6656983                 | 95.5120          | 312756       | 4.4873           | 6969739        | 99.9993          | Approved by requisite majority |
|   | Votes cast against        | 0                       | 0.0000           | 50           | 0.0007           | 50             | 0.0007           |                                |
|   | Invalid Votes             | —                       | —                | —            | —                | —              | —                |                                |
| 2. Re-appointment of Mrs. Shubha Kanoria (DIN: 00036489) Director retiring by rotation (Ordinary Resolution)  | Votes casts in favour     | 6656983                 | 95.5120          | 312756       | 4.4873           | 6969739        | 99.9993          | Approved by requisite majority |
|   | Votes cast against        | 0                       | 0.0000           | 50           | 0.0007           | 50             | 0.0007           |                                |
|   | Invalid Votes             | —                       | —                | —            | —                | —              | —                |                                |
| Special Business  |                           |                         |                  |              |                  |                |                  |                                |
| 3. Re- appointment of Mr. Adarsh Kanoria(DIN:00027290) as the Managing Director of the Company (Ordinary Resolution)  | Votes casts in favour     | 6656983                 | 95.5120          | 312756       | 4.4873           | 6969739        | 99.9993          | Approved by requisite majority |
|   | Votes cast against        | 0                       | 0.0000           | 50           | 0.0007           | 50             | 0.0007           |                                |
|   | Invalid Votes             | —                       | —                | —            | —                | —              | —                |                                |
| 4. Re-appointment of Mr. Kailash Prasad Khandelwal (DIN:00914834) as the Whole-time Director of the Company (Ordinary Resolution)                                 | Votes casts in favour     | 6656983                 | 95.5120          | 312756       | 4.4873           | 6969739        | 99.9993          | Approved by requisite majority |
|   | Votes cast against        | 0                       | 0.0000           | 50           | 0.0007           | 50             | 0.0007           |                                |
|   | Invalid Votes             | —                       | —                | —            | —                | —              | —                |                                |





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|  |                       |         |         |        |        |         |         |                                |
|--|-----------------------|---------|---------|--------|--------|---------|---------|--------------------------------|
| 5. Appointment of Khandhar and Associates, Chartered Accountants (Firm Regn. No. 11894W) as the Branch Auditors of the Company (Ordinary Resolution)               | Votes casts in favour | 6656983 | 95.5120 | 312756 | 4.4873 | 6969739 | 99.9993 | Approved by requisite majority |
|  | Votes cast against    | 0       | 0.0000  | 50     | 0.0007 | 50      | 0.0007  |                                |
|  | Invalid Votes         | —       | —       | —      | —      | —       | —       |                                |
| 6. 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 | 6656983 | 95.5120 | 312756 | 4.4873 | 6969739 | 99.9993 | Approved by requisite majority |
|  | Votes cast against    | 0       | 0.0000  | 50     | 0.0007 | 50      | 0.0007  |                                |
|  | Invalid Votes         | —       | —       | —      | —      | —       | —       |                                |
| 7. 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 | 6656983 | 95.5120 | 312756 | 4.4873 | 6969739 | 99.9993 | Approved by requisite majority |
|  | Votes cast against    | 0       | 0.0000  | 50     | 0.0007 | 50      | 0.0007  |                                |
|  | Invalid Votes         | —       | —       | —      | —      | —       | —       |                                |
| 8. Alteration of Articles of Association of the Company (Special Resolution)   | Votes casts in favour | 6656983 | 95.5120 | 312756 | 4.4873 | 6969739 | 99.9993 | Approved by requisite majority |
|  | Votes cast against    | 0       | 0.0000  | 50     | 0.0007 | 50      | 0.0007  |                                |
|  | Invalid Votes         | —       | —       | —      | —      | —       | —       |                                |

Place: Kolkata  
Date: 10.08.2019

Yours faithfully  
For Bengal Tea & Fabrics Limited

Kailash Prasad Khandelwal  
(DIN: 00914834)  
Wholetime Director



**H. M. CHORARIA**

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

Phones (033) 2242-0196

2243-2509

Moblie – 9830058715

Room No. 401, 4<sup>th</sup> Floor  
14/2, Old China Bazar street  
Kolkata-700001

To,  
The Chairman,  
of the 36<sup>th</sup> Annual General Meeting of the members of the  
BENGAL TEA & FABRICS LTD.,  
Century Towers, 4<sup>th</sup> 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 10<sup>th</sup> August, 2019

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 36<sup>th</sup> Annual General Meeting (AGM) of the Company held at Bhartiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700017 on Saturday, the 10<sup>th</sup> August, 2019 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 25<sup>th</sup> May, 2019 of the 36<sup>th</sup> 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 36<sup>th</sup> 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, 7<sup>th</sup> August, 2019, 09.00 A.M to Friday, 9<sup>th</sup> August, 2019 up to 05.00 P.M.

II) The Members of the Company as on the cut off/entitlement date i. e. 3<sup>rd</sup> August, 2019 were entitled to vote on the resolutions as set out in the Notice dated 25<sup>th</sup> May, 2019 of the 36<sup>th</sup> 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. Prem Chand Malloo, 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 (EVSN- 190619003) 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 31<sup>st</sup> March, 2019 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   | 6656983                 | 312756        | 6969739                | 99.9993                           |
| Number of votes cast in against  | 0                       | 50            | 50                     | 0.0007                            |
| Number of votes that are invalid | 0                       | 0             | 0                      | 0.0000                            |
| Total                            | 6656983                 | 312806        | 6969789                | 100.0000                          |

Item no. 2 - Ordinary Resolution for re- appointment of Mrs. Shubha Kanoria (DIN: 00036489) who retires by rotation and being eligible, offer herself 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   | 6656983                 | 312756        | 6969739                | 99.9993                           |
| Number of votes cast in against  | 0                       | 50            | 50                     | 0.0007                            |
| Number of votes that are invalid | 0                       | 0             | 0                      | 0.0000                            |
| Total                            | 6656983                 | 312806        | 6969789                | 100.0000                          |





**- Special Business:**

Item no. 3- Ordinary Resolution for re-appointment of Mr Adarsh Kanoria (DIN: 00027290) as Managing Director of the company to hold office for a further period of three years with effect from 1<sup>st</sup> January, 2020 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   | 6656983                 | 312756        | 6969739                | 99.9993                           |
| Number of votes cast in against  | 0                       | 50            | 50                     | 0.0007                            |
| Number of votes that are invalid | 0                       | 0             | 0                      | 0.0000                            |
| Total                            | 6656983                 | 312806        | 6969789                | 100.0000                          |

Item no. 4- Ordinary Resolution for re-appointment of Mr. Kailash Prasad Khandelwal (DIN: 00914834), as the Whole-time Director of the company to hold office for a further period of three years with effect from 1<sup>st</sup> January, 2020 and who shall 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   | 6656983                 | 312756        | 6969739                | 99.9993                           |
| Number of votes cast in against  | 0                       | 50            | 50                     | 0.0007                            |
| Number of votes that are invalid | 0                       | 0             | 0                      | 0.0000                            |
| Total                            | 6656983                 | 312806        | 6969789                | 100.0000                          |

Item no. 5- Ordinary Resolution for appointment of M/s Khandhar & Associates, Chartered Accountants, (Firm Regn. No. 11894W), as Branch Auditors of the Company, to conduct the audit of the Textile Division and to hold office for 5 years from the 36<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 41<sup>st</sup> Annual General Meeting 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   | 6656983                 | 312756        | 6969739                | 99.9993                           |
| Number of votes cast in against  | 0                       | 50            | 50                     | 0.0007                            |
| Number of votes that are invalid | 0                       | 0             | 0                      | 0.0000                            |
| Total                            | 6656983                 | 312806        | 6969789                | 100.0000                          |

Item no.6 - 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   | 6656983                 | 312756        | 6969739                | 99.9993                           |
| Number of votes cast in against  | 0                       | 50            | 50                     | 0.0007                            |
| Number of votes that are invalid | 0                       | 0             | 0                      | 0.0000                            |
| Total                            | 6656983                 | 312806        | 6969789                | 100.0000                          |

Item no.7 – 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   | 6656983                 | 312756        | 6969739                | 99.9993                           |
| Number of votes cast in against  | 0                       | 50            | 50                     | 0.0007                            |
| Number of votes that are invalid | 0                       | 0             | 0                      | 0.0000                            |
| Total                            | 6656983                 | 312806        | 6969789                | 100.0000                          |

Item no.8 – Special Resolution for alteration of the Articles of Association of the Company, pursuant to the provisions of section 14 of the Companies Act, 2013:

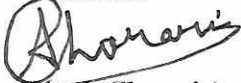


| Particulars                      | No of Shares            |               | Total Number of Shares | % based on total valid votes cast |
|----------------------------------|-------------------------|---------------|------------------------|-----------------------------------|
|                                  | Through remote E-voting | Voting at AGM |                        |                                   |
| Number of votes cast in favour   | 6656983                 | 312756        | 6969739                | 99.9993                           |
| Number of votes cast in against  | 0                       | 50            | 50                     | 0.0007                            |
| Number of votes that are invalid | 0                       | 0             | 0                      | 0.0000                            |
| Total                            | 6656983                 | 312806        | 6969789                | 100.0000                          |

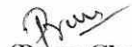
VIII). In terms of the provisions of Rule 20(4)(xiv), of the Companies (Management and Administration) Amendment Rules, 2015, I have maintained the Registers of e-voting in electronic form and the list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid. The 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.

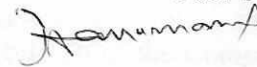
  
(Prem Chand Malloo)  
14/2 Old China Bazar Street,  
Kolkata-700001.

Kolkata

Dated 10.08.2019



Your's truly



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