#### **BENGAL TEA & FABRICS LIMITED**

Disclosure of voting results by the Company in terms of I Regulations, 2015,	Regulation 44 (3) of the SEBI (L	isting Obligations and Di	sclosure Requirements)
A. Date of the Annual General Meeting (AGM)			15-09-2020
B. Total number of shareholders on Cut-off date (08.09.2020)			8806
C. No.of Shareholders present in the meeting either in pers  - Promoters and Promoter Group	ivi vi ili vagi proxy		NA*
- Public			NA*
D. No. of Shareholders attended the meeting through Video	o Conferencing		
- Promoters and Promoter Group		4	5

<sup>\*</sup>Note: The 37th AGM of the Company was held through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

# Details of Agenda:

Resolution No : 1) Adoption of Audited Financial Statements for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditor thereon

Resolution required (Ordinary/ Special)	Ordinary	
Whether Promoter/ Promoter group are interested in	No	
the agenda/ resolution ?		

CATEGORY	MODE OF VOTING	NO.OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES		NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	VOTES
	[1]	[1]	[2]	(3)=[(2)/(1)]*100	[4]	[5]	(6)=[(4)/(2)]°100	(7)=[(5)/(2)]* 100
PROMOTERS AND PROMOTERS GROUP	EVOTING		6608712	100.000	6608712	0	100.000	
	POLL	6608712	0	0.000	C	0	0.000	
	POSTAL BALLOT (# APPLICABLE)		0	0.000	0	0	0.000	
	TOTAL	6608712	6608712	100.000	6608712	0	100.000	0.000
PUBLIC INSTITUTIONS	EVOTING	51113	0	0.000	C	0	0.000	0.000
	POLL		0	0.000	C	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)	0	0.000	0	0	0,000	0.000	
	TOTAL	51113	0	0.000	0	0	0.000	0.000
Public Non Institutions	EVOTING		293492	12,509	293435	57	99,981	0.019
	POLL	2346160	0	0.000	c	Ö	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	
,=	TOTAL	2346160	293492	12.509	293435	57	99.981	0.019
TOTAL		9005985	6902204	76.640	6902147	57	99.9992	0.0008

" this fields are optional

Details of Invali	d Votes
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Institutions	



eligible, offers himself for re-appointment

CATEGORY	MODE OF VOTING	NO.GF SHARES HELD	NO, OF VOTES	% OF VOTES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF YOTES IN FAVOUR ON VOTES POLLED	VOTES	
PROMOTERS AND PROMOTERS GROUP		[1]	[2]	(3)=[(2)/(1)]*100	[4]	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]	
A CHOICE STROUGH	EVOTING		6608712	0 0,000	6608712	0	100.000	0.000	
	POSTAL BALLOT (IF APPLICABLE)	6608712	0						
			0	0.000	0	~	0.000	0.000	
	TOTAL	6608712	6608712	100.000	6608712	0	100.000	0.000	
PUBLIC INSTITUTIONS	EVOTING						100.000	0.000	
	POLL		0	0.000.	0	0	0.000	0.000	
	POSTAL BALLOT (IF APPLICABLE)	51113	- 0	0.000	0		0.000	0.000	
	TOTAL	WILE IN THE PROPERTY OF	0	0.000	0	0	0.000	0.000	
	TOTAL	51113	0	0.000	0	0	0.000	0.000	
PUBLIC NON INSTITUTIONS	Transaction .	THE RESERVE OF THE PERSON NAMED IN							
	EVOTING		293492	12.509	293442	50	99.983	0.017	
	POSTAL BALLOT (IF APPLICABLE)	2346160	2346160	0	0.000	0	o	0.000	0.000
			0	0.000	0	o o	0.000	0.000	
	TOTAL	2346160	293492	12.509	293442	50	. 99.983	0.000	
TOTAL.		-					, 33.333	3.017	
this fields are optional		9005985	6902204	76.640	6902154	50	99.9993	0.0007	

Details of Invalid V	/otes
Category	I No. of Votes
Promoter and Promoter Group	140, or votes
Public Institutions	
Public - Non Insitutions	



# Resolution No :3) Reappointment of Mr. Navin Nayar (DIN: 00136057), as an Independent Director of the company for 5 years

Resolution required (Ordinary/ Special)	Special	_
Whether Promoter/ Promoter group are interested in	No	_
the agenda/ resolution ?		

CATEGORY	MODE OF VOTING	NO.OF SHARES HELD	NO. OF VOTES	% OF VOTES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	VOTES
PROMOTERS AND PROMOTERS GROUP		[1]	[2]	(3)=[(2)/(1)]*100	[4]	[5]	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]
THE PART OF MUNICIPAL CHOOLS	EVOTING		6608712	100,000	6608712	0		499
	POLL	6608712	0	0.000	0		0.000	-
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	The second second second
	TOTAL	6608712	6608712	100.000	6608712	0	100.000	-
PUBLIC INSTITUTIONS	EVOTING	THE RESIDENCE THE						
	POLL	51113	0	0.000.	0		0.000	
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0		0.000	-
	TOTAL	51113		0.000	0	0	0.000	-
Change of Maria						- 4	0.000	0.000
PUBLIC NON INSTITUTIONS	EVOTING		293492	12.509	293442	50	99,983	0.017
	POLL	2346160	0	0.000	0	o	0.000	
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	2346160	293492	12.509	293442	50	99.983	0.000
Secretary								
TOTAL This helds are optional		9005985	6902204	76.640	6902154	50	99.9993	0.0007

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	1101 01 10103
Public Institutions	
Public - Non Institutions	



# Resolution No: 4)Reappointment of Mr. Ashutosh Bhagat (DIN: 00059842), as an independent Director of the company for 5 years

Resolution required (Ordinary/ Special)	Special	
Whether Promoter/ Promoter group are interested in		_
the agenda/ resolution ?	No	

CATEGORY	MODE OF VOTING	NO.OF SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES		NO. OF EVOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	VOTES
PROMOTERS AND PROMOTERS GROUP		[1]	[2]	(3)=[(2)/(1)]*100	[4]	[5]	(6)=[(4)/(2)]*100	(7)=[(5]/(2)]
	EVOTING		6608712	100.000	6608712	0		100
	POSTAL BALLOT (IF APPLICABLE)	6608712	0	0.000	0		100,000	0,000
			0	0.000				0.000
	TOTAL	6608712	6608712	100.000	6608712	0	0.000	0.000
PUBLIC INSTITUTIONS						- 0	100.000	0.000
SACIO MOTTO HONS	EVOTING		0	0.000	0	Charles and Co.		
	POLL	51113	0	0,000	0		0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	~	0.000	0.000
	TOTAL	51113	0	0.000			0.000	0.000
Water the second			-	0.000	0	0	0.000	0.000
PUBLIC NON INSTITUTIONS	EVOTING		293492	12.509	293442	50		
	POLL	2346160	0			-	99.983	0.017
	POSTAL BALLOT (IF APPLICABLE)		- 0	0.000	0	0	0.000	0.000
	TOTAL	AND WATER BOTTOM	0	0.000	0	0	0.000	0.000
	TOTAL	2346160	293492	12.509	293442	50	99.983	0.017
OTAL		9005985						
this fields are optional		3003985	6902204	76.640	6902154	50	99.999	0.001

Category	Details of Invalid Votes	
Promoter and Promoter Group		No. of Vote
Public Insitutions		
Public - Non Insitutions		



Resolution No : 5) - Fixation of remuneration of M/s N.D.Birla & Co., (Firm Regn. No. 000028) the Cost Auditors of the Textile Division of the Company for the financial year 2020-21.

Resolution required (Ordinary/ Special)			
Whether Promotor/ now	Ordinary		
Whether Promoter/ Promoter group are interested in	No		
the agenda/ resolution ?	1.555		

CATEGORY		- American Company						
	MODE OF VOTING	NO.OF SHARES HELD	NO. OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO. OF VOTES IN FAVOUR	No. of votes Against	% OF VOTES IN FAVOUR ON VOTES POLLED	VOTES
PROMOTERS AND PROMOTERS GROUP		[1]	[2]	(3)=[(2)/(1)]*100	[4]	767	and the desired states of the	PI-HEVEN
STATE OF THE PROPERTY OF THE P	EVOTING	Market Street	6608712			[5]	(6)=[(4)/(2)]*100	100
	POLL	6608712		100.000	6608712	0	100.000	0.000
	POSTAL BALLOT (IF APPLICABLE)	-	- 0.	0.000	0	0	0.000	0.000
	TOTAL	2500740	- 0	.0.000	0	0	0,000	0.000
	1.577.00	6608712	6608712	100.000	6608712	0	100,000	
PUBLIC INSTITUTIONS							100,000	0.000
	EVOTING		0	0.000	-	711111111111111111111111111111111111111		
	POLL	51113	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000		0	0.000	0.000
	TOTAL	51113	0		0	0	0.000	0.000
number 11			0	0.000	0	0	0.000	0.000
UBLIC NON INSTITUTIONS	EVOTING	ACCORDING THE REAL PROPERTY.						
	13630177		293492	12.509	293442	50	00.000	
	POLL	2346160	0	0.000	HEUrobe Spuiller No.	Den Den Haudurd	99.983	0.017
	POSTAL BALLOT (IF APPLICABLE)		0		0	0	0.000	0.000
	TOTAL	2346160	202402	0.000	0	0	0.000	0.000
		2540100	293492	12.509	293442	50	99.983	0.017
OTAL								0.027
this fields are optional		9005985	6902204	76.640	6902154	50	99.999	

Category Details of	Invalid Votes
Promoter and Promoter Group	No. of Votes
Public Institutions	
Public - Non Institutions	= 4



Rescuttion No :6) Fixation of remuneration of M/s D. Radhakrishnan & Co., (Firm Regn. No. 000018) the Cost Auditors of the Tea Division of the Company for the financial year 2020-21.

Ordinary
No
140

CATEGORY	MODE OF VOTING	NO.OF SHARES HELD	NO. OF VOTES NO POLLED ON IN OUTSTANDING SHARES		NO, OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLET	VOTES.	
PROMOTERS AND PROMOTERS GROUP		[1]	[2]	(3)={(2)/(1)]*100	[4]	[5]	(6)=[(4)/(2)]*100	(7)=[(5]/(2)]
THOROTERS AND EMILIDIES GROUP	EVOTING		6608712	100.000	6608712	0	100,000	100
	POLI. POSTAL BALLOT (IF APPLICABLE)	6608712	0	0,000	0		0.000	400,000,000
	The state of the s	NONHALE DESIGNATION	0	0.000	0	0	0.000	.07000
	TOTAL	6608712	6608712	100.000	6608712	0	100,000	0.000
Public Institutions	TOO NO.					II.		
	POLL	IVWARED IDEA	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)	51113	0	0.000	0	O O	0.000	0.000
	TOTAL	HILLIAN SALES SEEDING	0	0.000	0	0	0.000	0.000
	•	51113	0	0.000	0	0	0.000	0.000
PUBLIC NON INSTITUTIONS		- American management						
	EVOTING		293492	12.509	293442	50	99.983	0.017
	POLL	2346160	0	0.000	0	0	0.000	
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0			0.000
	TOTAL	2346160	293492	12,509	293442	V.	0.000	0.000
			233432	22,303	293442	50	99.983	0.017
TOTAL		9005985	6902204	76,640	5003454			
this fields are optional		1 3003303	0302204	76.640	6902154	50	99.999	0.001

Details of Invalid Vo	tes
Category	
Promoter and Promoter Group	No. of Vote:
Public Institutions	
Public - Non Insitutions	



# H. M. CHORARIA

Practising Company Secretary,

Phones: (033) 2242-0196 & 2243-2509

E-mail: <a href="mailto:hmchoraria@gmail.com">hmchoraria@gmail.com</a>
Mobile: 9830058715
Room No. 401, 4th Floor
14/2, Old China Bazar street
Kolkata-700001

#### Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20[4][xii] of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
BENGAL TEA & FABRICS LIMITED
CIN: L51909WB1983PLC036542
Century Towers, 4<sup>th</sup> Floor,
45 Shakespeare Sarani,
Kolkata- 700 017

Dear Sir,

Re: Consolidated Report of Scrutinizer on voting through e-voting System at the 37<sup>th</sup> Annual General Meeting (AGM) and Remote e-voting on the resolutions proposed at the AGM of the Members of Bengal Tea & Fabrics Limited held through Video Conference/OAVM on Tuesday, the 15<sup>th</sup> September, 2020 at 11.00 A.M.

I, Hanuman Mal Choraria, Practising Company Secretary and proprietor of H. M. Choraria & Co., having C. P. No. 1499, was appointed by the Board of Directors of Bengal Tea & Fabrics Limited ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting and e-voting system at AGM) of the 37<sup>th</sup> Annual General Meeting ("AGM") of the Company, held through Video Conferencing / Other Audio Visual Means (VC/OAVM), on Tuesday, the 15<sup>th</sup> September, 2020 at 11.00 A. M., in compliance with Section 108 of the Companies Act, 2013, Rules 20 of the Companies (Management and Administration) Rules, 2014, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with Circular No. 14/2020 and 17/2020 dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 issued by Ministry of Corporate Affairs ("MCA Circulars"), and SEBI Circular No. SEBI /HO/ CFD/ CMD1/ CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 (collectively referred to as "relevant Circulars"), in respect of the below mentioned resolutions proposed at the said 37<sup>th</sup> AGM,

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder, the Listing Regulations, read with the "relevant Circulars", relating to e-voting process is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the e-voting process both through remote e-voting and e-voting system at the AGM are conducted in a fair and transparent manner and to render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL).

The Notice dated 31st July, 2020 along with the statement under Section 102 of the Companies Act, 2013, convening the 37th Annual General Meeting of the Company through VC/OAVM on 15th September, 2020, was sent through electronic mode to those shareholders whose email addresses were registered with the Company/Depositories, in compliance with the MCA Circulars read with SEBI Circular No. SEBI /HO/ CFD/ CMD1/ CIR/P/2020/79 dated 12th May, 2020.

The Members of the Company holding shares on the cut- off date i. e. 8<sup>th</sup> September, 2020 were entitled to vote on the resolutions as set out in the Notice of the 37<sup>th</sup> Annual General Meeting.

James

In this regard, I hereby submit my report as under:-

- 1. The Company had availed the services of Central Depository Services (India) Limited (CDSL). as the Agency for providing facility for remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM.
- 2. The remote e-voting period commenced from 12<sup>th</sup> September, 2020 at 9.00 A. M. and ended on 14<sup>th</sup> September, 2020 at 5.00 P.M. and the remote e-voting module was disabled by CDSL thereafter.
- The Company had also provided facility for voting through electronic voting system of CDSL during the AGM.
- 4. Subsequent to the conclusion of the 37<sup>th</sup> AGM, I unlocked the electronic votes cast both through remote e-voting and e-voting system during the AGM, in the presence of two witnesses, Mr. Prem Chand Maloo and Mr. Jeewan Mehta who are not in the employment of the Company.
- We have scrutinized the votes cast both through remote e-voting and e-voting system during the AGM for the purpose of this Report.

On the basis of the above and pursuant to Rule 20(4)(xii), I hereby submit consolidated Scrutinizer's Report on the remote e-voting and voting through e-voting system (EVSN: 200807004) during the AGM, as under:

#### **ORDINARY BUSINESS:**

<u>Item No. 1-</u> Adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020 and the Reports of the Board of Directors and Auditors thereon.

# Type of Resolution: Ordinary Resolution

Particulars	Remote e-voting		E-voting during	g the AGM	Tota	% of total	
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	number of valid votes cast
Voted in favour of the resolution	29	6900412	11	1735	40	6902147	99.9992
Voted against the resolution	4	57	. 0	0	4	57	00.0008
Total	33	6900469	11	1735	44	6902204	100
Invalid Votes	0	0	0	0	0	0	

<u>Item No. 2 - Re-appointment of a Director in place of Mr. Samveg A. Lalbhai (DIN: 00009278), who retires by rotation and, being eligible, offers himself for re-appointment.</u>

#### Type of Resolution: Ordinary Resolution

Particulars	Remote e-voting		E-voting during	the AGM	Tota	% of total	
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	number of valid votes cast
Voted in favour of the resolution	32	6900419	11	1735	43	6902154	99.9993
Voted against the resolution	1	50	0	0	1	50	00.0007
Total	33	6900469	11	1735	44	6902204	100
Invalid Votes	0	0	0	0	0	0	



#### **SPECIAL BUSINESS:**

<u>Item No. 3</u>-Reappointment of Mr. Navin Nayar (DIN: 00136057), as an Independent Director of the company for 5 years

# Type of Resolution: Special Resolution

Particulars	Remote e-voting		E-voting durin	g the AGM	Tota	% of total	
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	number of valid votes cast
Voted in favour of the resolution	32	6900419	11	1735	43	6902154	99.9993
Voted against the resolution	1	50	0	0	1	50	00.0007
Total	33	6900469	11	1735	44	6902204	100
Invalid Votes	0	0	0	0	0	0	

<u>Item No. 4 - Reappointment of Mr. Ashutosh Bhagat (DIN: 00059842)</u>, as an Independent Director of the company for 5 years

# Type of Resolution: Special Resolution

Particulars	Remote e-voting		E-voting during	g the AGM	Tota	% of total	
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	number of valid votes cast
Voted in favour of the resolution	32	6900419	11	1735	43	6902154	99.9993
Voted against the resolution	1	50	0	0	1	50	00.0007
Total	33	6900469	11	1735	44	6902204	100
Invalid Votes	0	0	0	0	0	0	

<u>Item No. 5 - Fixation of remuneration of M/s N.D.Birla & Co., (Firm Regn. No. 000028) the Cost Auditors of the Textile Division of the Company for the financial year 2020-21.</u>

# Type of Resolution: Ordinary Resolution

Particulars	Remote e-voting		E-voting during	the AGM	Tota	% of total	
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	number of valid votes cast
Voted in favour of the resolution	32	6900419	11	1735	43	6902154	99.9993
Voted against the resolution	1	50	0	0	1	50	00.0007
Total	33	6900469	11	1735	44	6902204	100
Invalid Votes	0	0	0	- 0	0	0	



Item No. 6 - Fixation of remuneration of M/s D. Radhakrishnan & Co., (Firm Regn. No. 000018) the Cost Auditors of the Tea Division of the Company for the financial year 2020-21.

# Type of Resolution: Ordinary Resolution

Particulars	Remote e-voting		E-voting during the AGM		Total		% of total
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	number of valid votes cast
Voted in favour of the resolution	32	6900419	11	1735	43	6902154	99.9993
Voted against the resolution	1	50	0	0	1	50	00.0007
Total	33	6900469	11	1735	44	6902204	100
Invalid Votes	0	0	0	0	0	0	

In terms of the provisions of Rule 20(4)(xiv), of the Companies (Management and Administration) Amendment Rules, 2015, I have maintained separate Registers for votes cast through remote e-voting and e-voting system during the AGM in electronic form. The registers and all other papers relating to electronic voting shall remain in my safe custody until the Chairman signs the Minutes 37th AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

#### Recommendation

All the resolutions, having secured requisite majority of votes in favour, may be considered to have been passed. The Company may accordingly declare the results of the e-voting.

Thanking you,

Place: Kolkata

Date: 16th September, 2020

Yours truly,

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

UDIN:-F002398B000720302

Signatures of the witnesses

1. Prem Chand Maloo

ADARSH Digitally signed by ADARSH KANORIA

KANORIA

Date: 2020.09.16

16:59:52 +05'30'