

BENGAL TEA & FABRICS LIMITED

Disclosure of voting results by the Company in terms of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

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 person or through proxy		
- Promoters and Promoter Group	:	NA*
- Public	:	NA*
D. No. of Shareholders attended the meeting through Video Conferencing		
- Promoters and Promoter Group	:	5
- Public	:	87

*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 the agenda/ resolution ?	No

CATEGORY	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	% OF VOTES AGAINST ON VOTES POLLED
		[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	0.000
	POLL	6608712	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	6608712	6608712	100.000	6608712	0	100.000	0.000
PUBLIC INSTITUTIONS	EVOTING		0	0.000	0	0	0.000	0.000
	POLL	51113	0	0.000	0	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	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	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 Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



Resolution No :2) Re-appointment of Mr. Samveg A. Lalbhai (DIN: 00009278) who retires by rotation and being eligible, offers himself for re-appointment

Resolution required (Ordinary/ Special)	Ordinary
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 VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
		[1]	[2]	(3)=[(2)/(1)]*100	[4]	[5]	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
PROMOTERS AND PROMOTERS GROUP	EVOTING	6608712	6608712	100.000	6608712	0	100.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		6608712	100.000	6608712	0	100.000	0.000
PUBLIC INSTITUTIONS	EVOTING	51113	0	0.000	0	0	0.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		51113	0	0	0	0.000	0.000
PUBLIC NON INSTITUTIONS	EVOTING	2346160	293492	12.509	293442	50	99.983	0.017
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		2346160	12.509	293442	50	99.983	0.017
TOTAL		9005985	6902204	76.640	6902154	50	99.9993	0.0007

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
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 the agenda/ resolution ?	No

CATEGORY	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	% OF VOTES AGAINST ON VOTES POLLED
		[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	0.000
	POLL	6608712	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	6608712	6608712	100.000	6608712	0	100.000	0.000
PUBLIC INSTITUTIONS	EVOTING		0	0.000	0	0	0.000	0.000
	POLL	51113	0	0.000	0	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	293442	50	99.983	0.017
	POLL	2346160	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	2346160	293492	12.509	293442	50	99.983	0.017
TOTAL		9005985	6902204	76.640	6902154	50	99.9993	0.0007

* This fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
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 VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
		[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	0.000
	POLL	6608712	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	6608712	6608712	100.000	6608712	0	100.000	0.000
PUBLIC INSTITUTIONS	EVOTING		0	0.000	0	0	0.000	0.000
	POLL	51113	0	0.000	0	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	293442	50	99.983	0.017
	POLL	2346160	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	2346160	293492	12.509	293442	50	99.983	0.017
TOTAL		9005985	6902204	76.640	6902154	50	99.999	0.001

* this fields are optional

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



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)	Ordinary
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 VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
		[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	0.000
	POLL	6608712	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	6608712	6608712	100.000	6608712	0	100.000	0.000
PUBLIC INSTITUTIONS	EVOTING		0	0.000	0	0	0.000	0.000
	POLL	51113	0	0.000	0	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	293442	50	99.983	0.017
	POLL	2346160	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	2346160	293492	12.509	293442	50	99.983	0.017
TOTAL		9005985	6902204	76.640	6902154	50	99.999	0.001

* this fields are optional

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



Resolution 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.

Resolution required (Ordinary/ Special)	Ordinary
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 VOTES IN FAVOUR	NO. OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTES POLLED
		[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	0.000
	POLL	6608712	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	6608712	6608712	100.000	6608712	0	100.000	0.000
PUBLIC INSTITUTIONS	EVOTING		0	0.000	0	0	0.000	0.000
	POLL	51113	0	0.000	0	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	293442	50	99.983	0.017
	POLL	2346160	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	2346160	293492	12.509	293442	50	99.983	0.017
TOTAL		9005985	6902204	76.640	6902154	50	99.999	0.001

* this fields are optional

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



H. M. CHORARIA

Practising Company Secretary,

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

E-mail: hmchoraria@gmail.com

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

Dear Sir,

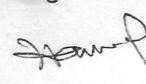
Re: Consolidated Report of Scrutinizer on voting through e-voting System at the 37th Annual General Meeting (AGM) and Remote e-voting on the resolutions proposed at the AGM of the Members of Bengal Tea & Fabrics Limited held through Video Conference/OAVM on Tuesday, the 15th September, 2020 at 11.00 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 37th Annual General Meeting ("AGM") of the Company, held through Video Conferencing / Other Audio Visual Means (VC/OAVM), on Tuesday, the 15th 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 5th May, 2020 read with Circular No. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020 issued by Ministry of Corporate Affairs ("MCA Circulars"), and SEBI Circular No. SEBI /HO/ CFD/ CMD1/ CIR/P/2020/79 dated 12th May, 2020 (collectively referred to as "relevant Circulars"), in respect of the below mentioned resolutions proposed at the said 37th 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. 8th September, 2020 were entitled to vote on the resolutions as set out in the Notice of the 37th Annual General Meeting.



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 12th September, 2020 at 9.00 A. M. and ended on 14th September, 2020 at 5.00 P.M. and the remote e-voting module was disabled by CDSL thereafter.
3. The Company had also provided facility for voting through electronic voting system of CDSL during the AGM.
4. Subsequent to the conclusion of the 37th 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.
5. 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:

Item No. 1- Adoption of the Audited Financial Statements of the Company for the financial year ended 31st 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 the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
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	

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.

Type of Resolution: Ordinary Resolution

Particulars	Remote e-voting		E-voting during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
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:

Item No. 3 -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 during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
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. 4 - Reappointment of Mr. Ashutosh Bhagat (DIN: 00059842), as an Independent Director of the company for 5 years

Type of Resolution: Special Resolution

Particulars	Remote e-voting		E-voting during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
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. 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.

Type of Resolution: Ordinary Resolution

Particulars	Remote e-voting		E-voting during the AGM		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
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 number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
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.

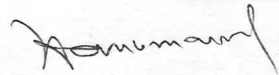
Recommendation

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

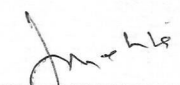
Yours truly,


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

UDIN:-F002398B000720302

Signatures of the witnesses


.....
1. Prem Chand Maloo


.....
2. Jeevan Mehta

ADARSH Digitally signed by
KANORIA ADARSH KANORIA
Date: 2020.09.16
16:59:52 +05'30'