



Bengal Tea & Fabrics Limited

CIN. L51909WB1983PLC036542

Registered Office :

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 : 2018
ISO 9001 : 2015



CB-045-FSMS
CB-045-QMS



Voting Results and Outcome of 39th Annual General Meeting

The 39th Annual General Meeting ("AGM") of the Members of Bengal Tea & Fabrics Limited was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in compliance with Ministry of Corporate Affairs (MCA) General Circular No. 20/2020 dated 5th May, 2020 read with General Circulars No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, General Circular No. 02/2021 and 02/2022 dated 13th January, 2021 and 5th May, 2022 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ("SEBI") vide its circular dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 and other applicable provisions of the Companies Act, 2013. The Company had provided remote e-voting facility to the members as on the cut-off date of 29th July, 2022 (End of Day) from 2nd August, 2022 (9.00 A.M.) to 4th August, 2022 (5.00 P.M.) and e-voting facility to all those Members present at the AGM through VC/OAVM who did not cast their votes through remote e-voting, to transact the business mentioned in the Notice of the 39th AGM dated 14th May, 2022. The Results of the Voting on the basis of the Consolidated Scrutinizer's Report issued by Mrs. Swati Bajaj (CP.No.3502, ACS: 13216) partner of M/s Bajaj, Todt & Associates, Scrutinizers are as follows:

Resolution Nos. as given in the Notice of 39 th Annual General Meeting	No of Shares					Results declared
		Through remote E-voting	voting at AGM	Total No of Shares	% based on total votes cast	
Ordinary Business						
1. Ordinary Resolution for Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31 st March, 2022	Number of Votes casts in favour	7055263	600	7055863	99.999	Approved by requisite majority
	Number of Votes cast against	50	0	50	0.001	
	Number of votes that abstained	0	0	0	0.00	
	Total	7055313	600	7055913	100.00	
2. Ordinary Resolution to declare Dividend of Re 1/- per equity share of the Company for the financial year ended 31 st March, 2022	Number of Votes casts in favour	7055263	600	7055863	99.999	Approved by requisite majority
	Number of Votes cast against	50	0	50	0.001	
	Number of votes that abstained	0	0	0	0.00	
	Total	7055313	600	7055913	100.00	



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3. Ordinary Resolution for Re-appointment of Mrs. Shubha Kanoria (DIN: 00036489), Director retiring by rotation	Number of Votes casts in favour	7055263	600	7055863	99.999	Approved by requisite majority
	Number of Votes cast against	50	0	50	0.001	
	Invalid Votes	0	0	0	0.00	
	Number of votes that abstained					
	Total	7055313	600	7055913	100.00	
4. Ordinary Resolution for Appointment of M/s Jain & Co., Chartered Accountants Registration No. 302023E as Statutory Auditors of the Company	Number of Votes casts in favour	7055263	600	7055863	99.999	Approved by requisite majority
	Number of Votes cast against	50	0	50	0.001	
	Number of votes that abstained	0	0	0	0.00	
	Total	7055313	600	7055913	100.00	
Special Business						
5 Special Resolution for Re- appointment of Mr. Adarsh Kanoria (DIN: 00027290) as the Managing Director of the Company	Number of Votes casts in favour	7055263	600	7055863	99.999	Approved by requisite majority
	Number of Votes cast against	50	0	50	0.001	
	Number of votes that abstained	0	0	0	0.00	
	Total	7055313	600	7055913	100.00	
6. Special Resolution for Alteration of the Object Clause of the Memorandum of Association of the Company	Number of Votes casts in favour	7055213	600	7055813	99.999	Approved by requisite majority
	Number of Votes cast against	100	0	100	0.001	
	Number of votes that abstained	0	0	0	0.00	
	Total	7055313	600	7055913	100.00	



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7. Special Resolution for Alteration of Articles of Association of the Company	Number of Votes casts in favour	7055213	600	7055813	99.999	Approved by requisite majority
	Number of Votes cast against	100	0	100	0.001	
	Number of votes that abstained	0	0	0	0.00	
	Total	7055313	600	7055913	100.00	
8. Special Resolution for Increase in Limits of Inter- corporate loans, guarantees and investments prescribed under Section 186 of the Companies Act, 2013	Number of Votes casts in favour	7055213	600	7055813	99.999	Approved by requisite majority
	Number of Votes cast against	100	0	100	0.001	
	Number of votes that abstained	0	0	0	0.00	
	Total	7055313	600	7055913	100.00	
9. Ordinary Resolution for Fixation of Remuneration of M/s D. Radhakrishnan and Co. (Firm Regn. No. 000018) as the Cost Auditors of the Tea Division of the Company	Number of Votes casts in favour	7055263	600	7055863	99.999	Approved by requisite majority
	Number of Votes cast against	50	0	50	0.001	
	Number of votes that abstained	0	0	0	0.00	
	Total	7055313	600	7055913	100.00	

Place: Kolkata
Date: 05.08.2022

Yours faithfully
For Bengal Tea & Fabrics Limited

ADARSH
KANORIA

Digitally signed by
ADARSH KANORIA
Date: 2022.08.05
18:08:44 +05'30'

Adarsh Kanoria
(DIN: 00027290)
Managing Director

Consolidated Scrutinizer's Report

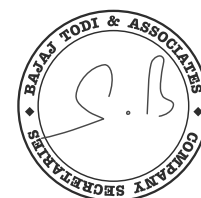
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 39th Annual General Meeting of the Members of
Bengal Tea & Fabrics Limited (the Company)
held on 05th August, 2022 at 11:00 A.M.
through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Dear Sir,

1. I, Swati Bajaj, Partner, M/s. Bajaj Todi & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the voting and remote e-voting process, in a fair and transparent manner, and ascertaining the results on voting and remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice for the 39th Annual General Meeting (AGM) of the members of the Company held on 05th August, 2022 through VC/OAVM.
2. The Management of the Company is responsible for ensuring the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting at the AGM on the resolutions contained in the Notice for the 39th AGM of the members of the Company.
3. My responsibility as a Scrutinizer, for the voting and remote e-voting process, is restricted to
 - a. Conducting the voting at the AGM, as provided in sub-rule (1) of rule 21 of the Rules as applicable, after the end of the discussions on all the resolutions and
 - b. to make a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on:
 - i. the reports generated from the E-voting system as provided by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company to provide E-voting facility.
 - ii. Voting conducted at the AGM, e-voting facility provided by NSDL
4. Further to the above, I submit my report as under:-
 - i) The e-voting period remained open from Tuesday, 02nd August 2022 (9.00 am) and ended on Thursday, 4th August 2022 (5:00 p.m.).



BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

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Tel: +91 33 22809045 Email: ps@bajajtodi.in

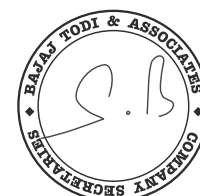
- ii) The members of the Company as on the “cut-off” date i.e. 29th July 2022 were entitled to vote on the resolutions (item nos. 01 to 09) as set out in the Notice dated 14th May 2022, of the AGM of the members of the Company.
- iii) The members who were present at the AGM but had not cast their votes by availing the remote e-voting facility, also voted at the end of the discussions at the AGM, by using E-Voting facility.
- iv) Immediately after the conclusion of voting at the AGM, the votes cast through remote e-voting and E-voting at AGM were unblocked and counted.
- v) Thereafter, the results of the resolutions that were put to vote at the AGM, have been generated by consolidating the E-voting prior to and during the AGM and are as under:

Total Nos of <u>valid</u> Folios that have cast their vote		:	80
<i>Breakup:</i>			
<i>Through remote e-voting</i>	77		
<i>Voting at the AGM</i>	03		
Total No of Shares representing the 80 <u>valid folios</u> that have voted		:	7055913
<i>Breakup:</i>			
<i>Through remote e-voting</i>	7055313		
<i>Voting at the AGM</i>	600		
Total No of Folios who have voted through physical ballot forms		:	Not Applicable

Item No. 1:-

Ordinary Resolution for adoption of Audited Financial Statement of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	7055263	600	7055863	99.999
Number of votes cast against	50	0	50	0.001
Number of votes that abstained	0	0	0	0.000
Total	7055313	600	7055913	100.000



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Item No. 2:-

Ordinary Resolution to declare Dividend of Re.1/- per equity share of the Company for the financial year ended 31st March, 2022

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	7055263	600	7055863	99.999
Number of votes cast against	50	0	50	0.001
Number of votes that abstained	0	0	0	0.000
Total	7055313	600	7055913	100.000

Item No. 3:-

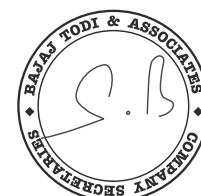
Ordinary Resolution for re-appointment of Mrs. Shubha Kanoria (DIN: 00036489), Director retiring by rotation

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	7055263	600	7055863	99.999
Number of votes cast against	50	0	50	0.001
Number of votes that abstained	0	0	0	0.000
Total	7055313	600	7055913	100.000

Item No. 4:-

Ordinary Resolution for appointment of Statutory Auditors of the Company and fix their remuneration

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	7055263	600	7055863	99.999
Number of votes cast against	50	0	50	0.001
Number of votes that abstained	0	0	0	0.000
Total	7055313	600	7055913	100.000



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Special Business:

Item No. 5:-

Special Resolution for re- appointment of Mr. Adarsh Kanoria as the Managing Director of the Company

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	7055263	600	7055863	99.999
Number of votes cast against	50	0	50	0.001
Number of votes that abstained	0	0	0	0.000
Total	7055313	600	7055913	100.000

Item No. 6:-

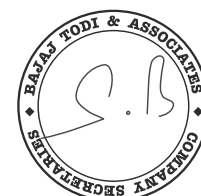
Special Resolution for alteration of the Object Clause of the Memorandum of Association of the Company

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	7055213	600	7055813	99.999
Number of votes cast against	100	0	100	0.001
Number of votes that abstained	0	0	0	0.000
Total	7055313	600	7055913	100.000

Item No. 7:-

Special Resolution for alteration of Articles of Association of the Company

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	7055213	600	7055813	99.999
Number of votes cast against	100	0	100	0.001
Number of votes that abstained	0	0	0	0.000
Total	7055313	600	7055913	100.000



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Item No. 8:-

Special Resolution for increase in Limits of Inter-corporate loans, guarantees and investments prescribed under Section 186 of the Companies Act, 2013

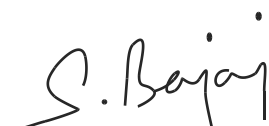
Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	7055213	600	7055813	99.999
Number of votes cast against	100	0	100	0.001
Number of votes that abstained	0	0	0	0.000
Total	7055313	600	7055913	100.000

Item No. 9:-

Ordinary Resolution for fixation of remuneration to Cost Auditors, M/s. D. Radhakrishnan & Co., (Firm Regn. No. 000018) of the Tea Division of the Company for financial year 2022-2023

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	7055263	600	7055863	99.999
Number of votes cast against	50	0	50	0.001
Number of votes that abstained	0	0	0	0.000
Total	7055313	600	7055913	100.000

Thanking You,
For Bajaj Todi & Associates



(Swati Bajaj), Partner
C.P.No.3502, ACS: 13216
Date: 5th August 2022

