



BENGAL TEA & FABRICS LIMITED

CIN: L51909WB1983PLC036542

Regd. Office: Century Towers, 4th Floor, 45, Shakespeare Sarani, Kolkata – 700 017

Telefax: 033 2283-6416/17 E-Mail: investor@bengaltea.com Website: www.bengaltea.com

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration), Rules, 2014]

To

The Members

Notice is hereby given to the members of the Company pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended from time to time, read with the General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated 8th December, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions of the Act and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), seeking their approval for the resolution set out below proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means (remote e-voting) as special business using the platform provided by National Securities Depository Limited ("NSDL").

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of E-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the special resolution setting out the material facts and reasons thereof is appended to this Postal ballot Notice.

Mrs. Swati Bajaj, (CP No. 3502, Membership No. ACS 13216) Partner of M/s. Bajaj Todi & Associates, Practicing Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize and conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote E-voting period commences at 9:00 a.m. on 26th March, 2022 (Saturday) and ends at 5:00 p.m. on 24th April, 2022 (Sunday) During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 18th March, 2022 may cast their votes electronically. The E-voting module shall be disabled by NSDL for voting thereafter

The Scrutiniser will submit their report to the Chairman or any authorised person of the Company and the results of the Postal Ballot will be announced on or before Tuesday, 26th April, 2022. The said results will be displayed at the Registered Office of the Company and intimated to BSE Limited (BSE) where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.bengaltea.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com

PROPOSED SPECIAL RESOLUTION:

1. CLOSURE AND DISPOSAL OF THE TEXTILE UNIT OF THE COMPANY SITUATED AT ASARWA MILLS, AHMEDABAD

To consider and, if thought fit, to accord assent/dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 110 and Section 180(1)(a) of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the applicable clauses of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other approvals, consents and permissions as may be applicable and necessary or being obtained from the appropriate authorities, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to close / sell/ transfer /dispose off its Textile Unit situated at Asarwa Mills, Ahmedabad ("Undertaking"), including all tangible and intangible assets, land, personnel / employees, plant and machinery, stocks and shares and other assets in relation to the said Undertaking at such consideration and on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including but without limitation, to settle any questions, difficulties or doubts that may arise in regard to closure/disposal of the Undertaking or any or all of its assets as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments, if required.”

Place: Kolkata

Date: 10th March, 2022

Registered Office:

Century Towers, 4th Floor,
45, Shakespeare Sarani,
Kolkata – 700 017.

By Order of the Board of Directors,
For **BENGAL TEA & FABRICS LIMITED**

Sd/-

Sunita Shah

Company Secretary
(Membership no: F8495)

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

Item no.1

Your Company is proposing to close/ sell / transfer/ dispose off the Textile Division located at Ahmedabad, Gujarat as a strategic step of business planning /restructuring. Due to the effect of COVID- 19 pandemic and market conditions, the Textile unit of the Company has been incurring losses. Moreover, all manufacturing operations at Asarwa Mills, Ahmedabad have halted due to the blockage of sewage pipelines and disconnection of power supply as per Gujarat High Court’s direction w.e.f. 25th November, 2021. The company would need to go in for Zero Discharge, as per Gujarat Pollution Control Board (GPCB) norms which would entail substantial capital cost as well as running cost, making the unit even more unviable. The management has closely monitored the developments and examined the viability of such investment and found the same to be unremunerative.

In view of the above and after a careful and comprehensive review of present business environment, the Board of Directors of the Company (the Board) is of the view that it would be prudent to discontinue the operation and dispose off the assets of the Textile Unit of the Company.

The Board of Directors of the Company, at its meeting held on 10th March, 2022 decided to close and sell /to close/sell/transfer/ dispose off its Textile division and related assets and equipments situated at Asarwa Mills, Ahmedabad, Gujarat together with all tangible and intangible assets in relation to the said Undertaking subject to the approval of the members. The net proceeds from the sale of the Undertaking will be utilized to undertake new business activities/investments opportunities.

The closure/sale/transfer/disposal of the Textile unit is conditional inter alia upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

Place: Kolkata

Date: 10th March, 2022

Registered Office:

Century Towers, 4th Floor,
45, Shakespeare Sarani,
Kolkata – 700 017.

By Order of the Board of Directors,
For **BENGAL TEA & FABRICS LIMITED**

Sd/-

Sunita Shah

Company Secretary
(Membership no: F8495)

Notes:

1. The Explanatory Statement for the proposed Special Resolution pursuant to section 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Rules, and Secretarial Standards on General Meetings (SS-2) stating material facts of the proposed resolution is annexed hereto.
2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as on Friday, 18th March, 2022 (cut-off date) and who have registered their e-mail addresses with the Company/RTA / Depositories. The Postal Ballot Notice has also

been placed on the websites of the Company www.bengaltea.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the website of NSDL i.e. www.evoting.nsdl.com

3. Communication of assent or dissent of the Members would take place only through the remote voting system. **Physical copies of the Postal Ballot Notice are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.**
4. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for E-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
5. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 18th March, 2022 (close of business hours). The Equity shares held by IEPF do not have any voting rights.
6. The Company has received the Consent letter of Mrs. Swati Bajaj, (CP No. 3502, ACS No. 13216) Partner, M/s Bajaj Todi & Associates, Practising Company Secretaries, Kolkata to act as Scrutinizer for the Postal Ballot process pursuant to Rule 22 (5) of Companies (Management and Administration) Rules, 2014. The Board of Directors at its meeting held on 10th March, 2022 has appointed Mrs. Swati Bajaj, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
7. The resolution will be taken as passed effectively on the date of declaration of the results at the registered office of the Company as well as placed on the Company's website, if the result of the postal ballot indicates that the requisite majority of the Members have assented to the resolution.
8. In Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to vote on its behalf.
9. Mrs. Swati Bajaj, (CP No. 3502, ACS No. 13216) partner of M/s Bajaj Todi & Associates, Practising Company Secretaries of 225D, A.J.C. Bose Road, 3rd Floor, Kolkata 700 020 shall within a period of not exceeding 48 Hours from the conclusion of the e-voting unblock the votes cast through remote e-voting, after counting the votes cast at the meeting in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any and forward to the Chairman.
10. **Voting through electronic means (Electronic Voting)**
 - (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA/SEBI Circulars and Secretarial Standard on General Meetings, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions set forth in this notice by electronic means (e-Voting). The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.
 - (ii) The E-voting period begins at 9:00 a.m. on 26th March, 2022 (Saturday) and ends at 5:00 p.m. on 24th April, 2022 (Sunday). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 18th March, 2022 may cast their votes electronically. The E-voting module shall be disabled by NSDL for voting thereafter.
 - (iii) The instructions for remote E-voting are as under:

How do I vote electronically using NSDL e-Voting System?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with the Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting for Individual shareholders holding securities in demat mode

a. Individual shareholders holding securities in demat mode with NSDL

1. If you are already registered for **NSDL IDeAS** facility, please visit the e-Services website of **NSDL**. Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "**Beneficial Owner**" icon under "**Login**" which is available under "**IDeAS**"

section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period.

2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com/>. Select “**Register Online for IDeAS**” Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

b. Individual shareholders holding securities with CDSL

- 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- 2) After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

c. Login through Depository Participants for individual shareholders

i. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. After successful login, you will be able to see E-voting option. Once you click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on options available against company name or E-voting service provider name - NSDL and you will be redirected to E-voting service provider’s website for casting your vote during the E-voting period.

If you are unable to retrieve User ID/ Password, please use ‘Forget User ID’ and ‘Forget Password’ options available at above mentioned websites and follow the instructions given therein.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL AND CDSL :

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.

B. Login method for shareholders other than individual shareholders holding securities in Demat form and shareholders holding securities in physical mode

How to login to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section’.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsd.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password' ?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "**Terms and Conditions**" by selecting on the check box.

8. Now, you will have to click on "**Login**" button.

9. After you click on the "**Login**" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycles are active.
2. Select "**EVEN**" of company <**Bengal Tea & Fabrics Limited**> for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.
5. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer and to the Company by e-mail to swati@bajajtodi.com and investor@bengaltea.com, with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 224 430 or send a request to Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in.
11. Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories/Registrar & Share Transfer Agents “**RTA**” for procuring user Id and password and registration of email Ids for e-voting for the resolution set out in this notice:
- a. **For Physical shareholders** – Send a signed request letter providing necessary details like Mobile No., Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) or any address proof (voter id proof, driving license, bank passbook particulars, latest electricity bill/telephone bill) by email to the Registrar & Share Transfer Agent, C B Management Services (P) Limited, RTA at rta@cbmsl.com .
 - b. **For Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) and send the request with Client Master Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) or any address proof (voter id proof, driving license, bank passbook particulars, latest electricity bill/telephone bill) by email to the Registrar & Share Transfer Agent, C B Management Services (P) Limited, RTA at rta@cbmsl.com .
 - c. Alternatively, shareholders/members may send a request to evoting@nsdl.co.in for procuring userid and password for e-voting by providing above mentioned documents.

Place: Kolkata

Date: 10th March, 2022

Registered Office:

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By Order of the Board of Directors,
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