

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				
Date of the AGM	:			31-08-2021
Total number of shareholders on Cut-off date (24.08.2021)	:			8632
No. of Shareholders present in the meeting either in person or through proxy:				0
Promoters and Promoter Group	:			0
Public	:			0
No. of Shareholders attended the meeting through Video Conferencing	:			54
Promoters and Promoter Group	:			4
Public	:			50

Details of Agenda :

Resolution No : 1) Adoption of Audited Financial Statement of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors 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	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	49813	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		49813	0.000	0	0	0.000	0.000
PUBLIC NON INSTITUTIONS	EVOTING	2347460	260011	11.076	258985	1026	99.605	0.395
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		2347460	11.076	258985	1026	99.605	0.395
TOTAL		9005985	6868723	76.268	6867697	1026	99.9851	0.0149

* this fields are optional

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



Resolution No-2) Declaration of Dividend of Re.1/- per equity share of the Company for the financial year ended 31st March, 2021

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	49813	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		49813	0.000	0	0	0.000	0.000
PUBLIC NON INSTITUTIONS	EVOTING	2347460	260011	11.076	259011	1000	99.615	0.385
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		2347460	11.076	259011	1000	99.615	0.385
TOTAL		9005985	6868723	76.268	6867723	1000	99.9854	0.0146

* this fields are optional

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



Resolution No :3) Re-appointment of Mr. Kallash Prasad Khandelwal (DIN: 00914834), Director retiring by rotation

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	49813	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		49813	0	0	0	0.000	0.000
PUBLIC NON INSTITUTIONS	EVOTING	2347460	260011	11.076	258957	1054	99.595	0.405
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		2347460	260011	258957	1054	99.595	0.405
TOTAL		9005985	6868723	76.268	6867669	1054	99.9847	0.0153

* this fields are optional

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



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	49813	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	49813	0	0.000	0	0	0.000	0.000
PUBLIC NON INSTITUTIONS	EVOTING		260011	11.076	258957	1054	99.595	0.405
	POLL	2347460	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	2347460	260011	11.076	258957	1054	99.595	0.405
TOTAL		9005985	6868723	76.268	6867669	1054	99.985	0.015

* 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. D. Radhakrishnan & Co., (Firm Regn No: 000018), Cost Auditors of the Tea Division of the Company for financial year 2021-2022

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	49813	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	49813	0	0.000	0	0	0.000	0.000
PUBLIC NON INSTITUTIONS	EVOTING		260011	11.076	258957	1054	99.595	0.405
	POLL	2347460	0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL	2347460	260011	11.076	258957	1054	99.595	0.405
TOTAL		9005985	6868723	76.268	6867669	1054	99.985	0.015

* this fields are optional

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



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 38th Annual General Meeting of the Members of
Bengal Tea & Fabrics Limited (the Company)
held on 31st August, 2021 at 11:30 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 38th Annual General Meeting (AGM) of the members of the Company held on 31st August, 2021 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 38th 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 Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide E-voting facility.
 - ii. Voting conducted at the AGM, e-voting facility provided by CDSL
4. Further to the above, I submit my report as under:-
 - i) The e-voting period remained open from Saturday, 28th August 2021 (9.00 am) and ended on Monday, 30th August 2021 (5:00 p.m.).



BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

225D, A. J. C. Bose Road
Kolkata -700020, West Bengal, India
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- ii) The members of the Company as on the "cut-off" date i.e. 24th August 2021 were entitled to vote on the resolutions (item nos. 01 to 05) as set out in the Notice dated 25th June 2021, 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		:	41
Breakup:			
Through remote e-voting	39		
Voting at the AGM	2		
Total No of Shares representing the 41 <u>valid folios</u> that have voted		:	6868723
Breakup:			
Through remote e-voting	6868662		
Voting at the AGM	61		
Total No of Folios who have voted through physical ballot forms		:	Not Applicable



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Practising Company Secretaries

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Item No. 1:-

Ordinary Resolution for adoption of Audited Financial Statement of the Company for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon

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	6867636	61	6867697	99.99
Number of votes cast against	1026	0	1026	0.01
Number of votes that abstained	0	0	0	0.00
Total	6868662	61	6868723	100.00

Item No. 2:-

Ordinary Resolution to declare Dividend of Re.1/- per equity share of the Company for the financial year ended 31st March, 2021

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	6867662	61	6867723	99.99
Number of votes cast against	1000	0	1000	0.01
Number of votes that abstained	0	0	0	0.00
Total	6868662	61	6868723	100.00

Item No. 3:-

Ordinary Resolution for re-appointment of Mr. Kailash Prasad Khandelwal (DIN: 00914834), Director retiring by rotation

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	6867608	61	6867669	99.98
Number of votes cast against	1054	0	1054	0.02
Number of votes that abstained	0	0	0	0.00
Total	6868662	61	6868723	100.00



BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

225D, A. J. C. Bose Road
Kolkata -700020, West Bengal, India
Tel: +91 33 22809045 Email: ps@bajajtodi.in

Special Business:

Item No. 4:-

Ordinary Resolution for fixation of remuneration to Cost Auditors M/s N.D.Birla & Co., (Firm Regn No: 000028) of the Textile Division of the Company for financial year 2021-2022

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	6867608	61	6867669	99.98
Number of votes cast against	1054	0	1054	0.02
Number of votes that abstained	0	0	0	0.00
Total	6868662	61	6868723	100.00

Item No. 5:-

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 2021-2022

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	6867608	61	6867669	99.98
Number of votes cast against	1054	0	1054	0.02
Number of votes that abstained	0	0	0	0.00
Total	6868662	61	6868723	100.00

Thanking You,
For Bajaj Todi & Associates

(Swati Bajaj), Partner
C.P.No.3502, ACS: 13216
Date: 31st August 2021





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 38th Annual General Meeting

The 38th 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) Circular No. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 read with Securities Exchange Board of India (SEBI) Circular dated 12th May, 2020 and 15th January, 2021 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 24th August, 2021 (End of Day) from 28th August, 2021 (9.00 A.M.) to 30th August, 2021 (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 38th AGM dated 25th June, 2021. The Results of the Voting on the basis of the Consolidated Scrutinizer's Report issued by Mrs. Swati Bajaj of M/s Bajaj, Todi & Associates, Scrutinizers are as follows:

Resolution Nos. as given in the Notice of 38 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, 2021	Number of Votes casts in favour	6867636	61	6867697	99.99	Approved by requisite majority
	Number of Votes cast against	1026	0	1026	0.01	
	Number of votes that abstained	0	0	0	0	
	Total	6868662	61	6868723	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, 2021	Number of Votes casts in favour	6867662	61	6867723	99.99	Approved by requisite majority
	Number of Votes cast against	1000	0	1000	0.01	
	Number of votes that abstained	0	0	0	0	
	Total	6868662	61	6868723	100.00	
3. Ordinary Resolution for Re-appointment of Mr. Kailash Prasad Khandelwal (DIN: 00914834), Director retiring by rotation	Number of Votes casts in favour	6867608	61	6867669	99.98	Approved by requisite majority
	Number of Votes cast against	1054	0	1054	0.02	
	Invalid Votes Number of votes that abstained	0	0	0	0	
	Total	6868662	61	6868723	100.00	



Bengal Tea & Fabrics Limited

CIN: L51909WB1983PLC036542

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Website : www.bengaltea.com



ISO 22000 : 2005
ISO 9001 : 2015



CB-045-MS

Special Business						
4 Ordinary Resolution for Fixation of Remuneration of Messers N. D. Birla and Co. (Firm Regn. No. 000028) as Cost Auditors of the Textile Division of the Company	Number of Votes casts in favour	6867608	61	6867669	99.98	Approved by requisite majority
	Number of Votes cast against	1054	0	1054	0.02	
	Number of votes that abstained	0	0	0	0	
	Total	6868662	61	6868723	100.00	
5 Ordinary Resolution for Fixation of Remuneration of Messers D. Radhakrishnan and Co. (Firm Regn. No. 000018) as Cost Auditors for the Tea Division of the Company	Number of Votes casts in favour	6867608	61	6867669	99.98	Approved by requisite majority
	Number of Votes cast against	1054	0	1054	0.02	
	Number of votes that abstained	0	0	0	0.00	
	Total	6868662	61	6868723	100.00	

Place: Kolkata
Date: 31.08.2021

Yours faithfully
For Bengal Tea & Fabrics Limited

ADARSH KANORIA Digitally signed by ADARSH KANORIA
Date: 2021.08.31 18:08:36 +05'30'

Adarsh Kanoria
(DIN: 00027290)
Managing Director