



# 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



## SUMMARY OF PROCEEDINGS AT THE 39<sup>TH</sup> ANNUAL GENERAL MEETING

The 39<sup>th</sup> Annual General Meeting (AGM) of the Members of **Bengal Tea & Fabrics Limited** held on Friday, the 5th day of August, 2022 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The Meeting was held 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 AGM started at 11.00 a.m. and concluded at 11.55 a.m.

Mrs. Sunita Shah, Company Secretary welcomed the members and informed that Mr. Adarsh Kanoria, Chairman of the Board will Chair the Annual General Meeting as per Article 60 of the Articles of Association.

Mr. Adarsh Kanoria greeted the Members and chaired the proceedings at the AGM. As the requisite quorum was present, the Chairman called the Meeting to order. The Chairman introduced the Directors present at the AGM through VC/OAVM from various locations. All the directors including the Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee were present at the AGM. He further informed that the representative of M/s Singhi & Co., the Statutory Auditors, Mrs. Swati Bajaj of M/s Bajaj, Todi & Associates, Secretarial Auditors, and the Scrutinizers, M/s. Jain & Co., Chartered Accountants, the proposed Auditors, the Chief Financial Officer were also present at the AGM through VC/OAVM.

He then informed that the registers and documents, as statutorily required, were available and shall remain accessible to the members for inspection in electronic mode, during the AGM.

The Chairman then delivered his speech highlighting the financial performance and the future prospects of the Company.

The Notice dated 14th May, 2022 convening the 39th AGM was taken as read with the consent of the Members present. The Chairman mentioned that since there were no qualifications, observations or other remarks made by the Statutory Auditors in the Audit Report and by the Secretarial Auditor in the Secretarial Audit Report for the financial year ended 31st March, 2022 the same were not required to be read.

The Chairman informed the members that the Company had provided remote e-voting facility to the members as on the cut-off date of 29<sup>th</sup> July, 2022 (End of Day) to vote on the items





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mentioned in the Notice dated 14<sup>th</sup> May, 2022 convening the 39<sup>th</sup> Annual General Meeting of the Company from 2<sup>nd</sup> August, 2022 (9.00 A.M.) to 4<sup>th</sup> August, 2022 (5.00 P.M.). Further a facility for e-voting was made available to all those Members present at the AGM through VC/OAVM who did not cast their votes through remote e-voting, in respect of the businesses transacted at the Meeting.

The following business items as set out in the Notice dated 14th May, 2022 were transacted:

<b>Ordinary Business</b>	
<b>Item No. 1:</b>	Adoption of Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31st March 2022
<b>Item No. 2:</b>	Declaration of Dividend of Re.1/- per equity share of the Company for the financial year ended 31st March, 2022
<b>Item No. 3:</b>	Re- appointment of Mrs. Shubha Kanoria (DIN: 00036489), Director retiring by rotation
<b>Item No. 4:</b>	Appointment of M/s. Jain & Co., Chartered Accountants having Registration No. 302023E as Statutory Auditors of the Company
<b>Special Business</b>	
<b>Item No. 5:</b>	Re- appointment of Mr. Adarsh Kanoria , (DIN: 00027290) as the Managing Director of the Company
<b>Item No. 6:</b>	Alteration of the Object Clause of the Memorandum of Association of the Company
<b>Item No. 7:</b>	Alteration of Articles of Association of the Company
<b>Item No. 8:</b>	Increase in Limits of Inter-corporate loans, guarantees and investments prescribed under Section 186 of the Companies Act, 2013
<b>Item No. 9:</b>	Fixation of Remuneration of M/s. D. Radhakrishnan and Co. (Firm Regn. No. 000018) as Cost Auditors for the Tea Division of the Company

The Members who had registered themselves as Speakers and were attending the Meeting through VC / OAVM, to put forward their queries / feedback, if any, on the Reports and Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 and/or on the Agenda Items were invited by the Chairman to put forward their queries/views. The Chairman responded to the queries suitably.

The Chairman informed the Members that the Consolidated Results along with the Scrutinizer's report will be placed on the Company's website www.bengaltea.com and on the website of NSDL within 48 hours of conclusion of the AGM. The results will also be communicated to BSE Limited where the shares of the Company are listed.

The Chairman expressed his gratitude to all the stakeholders and the Members for their participation at the meeting. The Meeting ended with a vote of thanks to the Chair.

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