



## Bengal Tea & Fabrics Limited

CIN : L51909WB1983PLC036542

Registered Office : Century Towers, 4th Floor, 45 Shakespeare Sarani, Kolkata 700017

Telephone Nos (033) 2283-6416 /17

E-mail : investor@bengaltea.com Website : www.bengaltea.com

## Notice

**NOTICE** is hereby given that the 40<sup>th</sup> Annual General Meeting (AGM) of the Members of **Bengal Tea & Fabrics Limited** will be held on Friday, the 4<sup>th</sup> day of August, 2023 at 11.00 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following businesses: -

### ORDINARY BUSINESS

#### 1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon and to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2023, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date, the Reports of Directors and Auditors thereon, as circulated to the Shareholders and now submitted to this Meeting be and are hereby approved and adopted.”

#### 2. Declaration of Dividend

To declare Dividend of ₹ 1.00 per equity share (being 10% on face value of ₹ 10 per share) for the financial year ended 31<sup>st</sup> March, 2023 and to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company, Dividend at the rate of 10% being Re. 1.00 (Rupee One Only) per equity share of the Company, for the year ended on 31<sup>st</sup> March, 2023 be and is hereby declared.”

#### 3. Re-appointment of Director retiring by rotation

To appoint a Director in place of Mr. Samveg A. Lalbhai (DIN: 00009278) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Mr. Samveg A. Lalbhai (DIN: 00009278) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation.”

#### 4. Fixation of Remuneration of Cost Auditors of the Tea Division of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. D. Radhakrishnan & Co., (Firm Regn. No. 000018) appointed as the Cost Auditors of the Tea Division of the Company by the Board of Directors of the Company, to conduct the audit of cost records of Tea Division of the Company for the financial year ending 31<sup>st</sup> March, 2024, be paid the remuneration of ₹ 30,000/- p.a. plus out of pocket expenses and taxes, if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:  
Century Towers, 4th Floor,  
45, Shakespeare Sarani,  
Kolkata-700 017  
Dated: 25th May, 2023

By Order of the Board  
For **Bengal Tea & Fabrics Limited**  
Sd/-  
**Sunita Shah**  
Company Secretary  
(Membership No.: F8495)



## Notice

### NOTES :

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) with respect to item no. 4 of the Notice is annexed hereto and forms part of this Notice.
2. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circulars No. 14/2020 dated 8<sup>th</sup> April, 2020, No. 10/22 dated 28<sup>th</sup> December, 2022, (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated 12<sup>th</sup> May, 2020, and 5<sup>th</sup> January, 2023 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/'the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 40<sup>th</sup> AGM of the Company is being held through VC/OAVM on Friday, 4<sup>th</sup> August, 2023 at 11.00 a.m. The deemed venue for the AGM will be the Registered Office of the Company.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. 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 attend the AGM through VC / OAVM on its behalf and vote.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 29<sup>th</sup> July, 2023 to Friday, 4<sup>th</sup> August, 2023 (both days inclusive) for the purpose of the payment of Dividend and the 40<sup>th</sup> Annual General Meeting.
6. In compliance with the aforesaid MCA & SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on the Company's website [www.bengaltea.com](http://www.bengaltea.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
7. The Notice of the 40<sup>th</sup> AGM and the Annual Report for the year ended 2022-23 is being emailed to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on close of business hours on 30<sup>th</sup> June, 2023 and whose email ids are available. Any person who acquires shares and became Member after the aforesaid date, can obtain the same by downloading it from the Company's Website: [www.bengaltea.com](http://www.bengaltea.com) or may request for the same by writing to the Company at [investor@bengaltea.com](mailto:investor@bengaltea.com) or the Company's RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com)
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Members can join the AGM 30 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
10. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnels, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
11. A brief profile of the Director seeking re-appointment including relevant particulars relating to him is furnished as a part of the Notice as Annexure, as required under Regulation 26 and 36 of SEBI Listing Regulations, 2015.
12. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be made available for inspection through electronic mode.
13. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection through electronic mode during the AGM.
14. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting.



## Notice

15. **SEBI vide Circular No. dated 3<sup>rd</sup> November, 2021, 14<sup>th</sup> December, 2021 and 16<sup>th</sup> March, 2023 has mandated the furnishing of PAN, full KYC details (postal address, mobile number, e-mail id, bank details, Signature) and Nomination by holders of physical securities. In case any of the aforesaid details are not furnished by these holders of Physical shares then w.e.f. 1<sup>st</sup> October, 2023, the folio of the aforesaid shareholders will be frozen by the Registrar & Share Transfer Agents (“RTA”), C.B. Management Services (P) Ltd. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. Accordingly, Members are requested to intimate immediately aforesaid details to C.B. Management Services (P) Ltd. by downloading the required Forms from the Company’s Website i.e. [www.bengaltea.com](http://www.bengaltea.com) or RTA’s Website i.e. [www.cbmsl.com](http://www.cbmsl.com)**
16. **Members still possessing the share certificates issued prior to 25<sup>th</sup> July, 1998 are requested to surrender the said share certificates for the reduced shareholdings as the new share certificates/Confirmation letter in lieu thereof, are only eligible for demat.**
17. Subject to the provisions of the Companies Act, 2013, final dividend as recommended by the Board of Directors, if declared at the AGM, will be paid subject to deduction of income tax at source within a period of 30 days from the declaration to those Members whose names appear on the Register of Members and whose names appears as Beneficial Owners as per the details available with depositories, as on the close of Friday 28<sup>th</sup> July, 2023.
18. The Company is required to deduct tax at source while making payment of dividend as per the provisions of the Income Tax Act, 1961. Members are requested to submit their residential status, PAN and category to their respective depository participant(s) (DPs) in case of shares held in dematerialised form and with the Company/Registrar in case of shares held in physical form by sending documents through e-mail at [rta@cbmsl.com](mailto:rta@cbmsl.com) on or before Friday, 28<sup>th</sup> July, 2023. Please refer to our “Communication on tax deduction on dividend” annexed to the Annual Report and also available on the Company’s website : [www.bengaltea.com](http://www.bengaltea.com).
19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, on the website of the Company’s Registrar and Transfer Agents, C B Management Services (P) Ltd at [www.cbmsl.com](http://www.cbmsl.com) .
20. The Shareholders who have not encashed their Dividend Warrants are requested to send their Warrants for revalidation otherwise the amount will be transferred to the Investor Education and Protection Fund (IEPF) on expiry of 7 years from the date of transfer of dividend amount to unclaimed dividend account.
21. Pursuant to the provision of Section 124 (6) read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the “**IEPF Rules**”) as amended, **all shares in respect of which dividend has/have remained unpaid or unclaimed for consecutive seven years, the corresponding shares shall also be transferred in the name of Demat Account of IEPF Authority.**

Accordingly, 39,903 equity shares against 632 folios corresponding to the dividend for the year ended 31<sup>st</sup> March, 2016 which remained unclaimed for seven consecutive years will be transferred to Demat Account of IEPF Authority.

Please note that those shareholders whose dividend for the financial year 2015-16 has remained unpaid / unclaimed, their corresponding shares of the face value of Rs 10/- each, are due to be transferred to Demat Account of IEPF Authority on **6<sup>th</sup> September, 2023**. All such shareholders are requested to make an application to the Company / Registrar & Share Transfer Agents latest by **14<sup>th</sup> August, 2023** with a request for claiming the unpaid dividend so that the shares are not transferred to IEPF.

Adhering to the various requirements set out in the Rules, the company has communicated individually to the concerned shareholders whose shares are liable to be transferred to Demat Account of IEPF Authority at their last recorded address with the Company for taking appropriate action. The full details of such shareholders whose unencashed dividends and shares are due for transfer has been uploaded on the website of the Company viz., [www.bengaltea.com](http://www.bengaltea.com) .

22. I. **The intructions for shareholders for e-voting and joining virtual meetings are as under:**
  - (i) In compliance with the 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) Amendment 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.



## Notice

- (ii) The E-voting period begins at 9:00 a.m. on 1<sup>st</sup> August, 2023 (Tuesday) and ends at 5:00 p.m. on 3<sup>rd</sup> August, 2023 (Thursday). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on Friday, 28<sup>th</sup> July, 2023 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:

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.

##### 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.nsd.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 under value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on option available against the Company name or **e-Voting service provider - NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period and join the e-AGM.
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 the Company’s 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 or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



##### b. Individual shareholders holding securities in demat mode with CDSL

- 1) Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use their existing my easi username & password.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or



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joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

- 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in [www.cdslindia.com](http://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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

### c. Login through Depository Participants for individual shareholders

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 website after successful authentication, wherein you can see e-voting feature. Click on option available against the 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 or joining virtual meeting and voting during the meeting.

**Important Note:** 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 & CDSL :

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 48867000 & 022 24997000.
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 225533

### 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.nsdl.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's / members 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.nsdl.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 Characters DP ID followed by 8 Digits 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 Digits 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***



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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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join General Meeting 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 cycle and General Meeting is in active status.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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 casted 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 for voting

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 by e-mail to [swati@bajajtodi.com](mailto:swati@bajajtodi.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and become member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **28<sup>th</sup> July, 2023**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company /RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 48867000 and 022 24997000. In case of Individual Shareholders holding



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securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 28<sup>th</sup> July, 2023 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

3. 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.nsd.com](http://www.evoting.nsd.com) to reset the password.
4. In case of any query, 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.nsd.com](http://www.evoting.nsd.com) or may call on 022 48867000 and 022 24997000 or may send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against the company’s name. You are requested to click on VC/OAVM link placed under “**Join General Meeting**” menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptop for better experience. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
3. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investor@bengaltea.com](mailto:investor@bengaltea.com). Members who are successfully registered as a speaker will be informed over email. **Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance.**
4. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
5. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
6. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
7. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes casted by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
8. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at 022 48867000 and 022 24997000
9. **SINCE SOME BROWSERS ARE NOT OPTIMISED, SHAREHOLDERS ARE REQUESTED TO DOWNLOAD CISCO WEBEX MEETINGS APP FOR BEST RESULTS IN VIEWING THE WEBINAR. IT IS AVAILABLE IN GOOGLE PLAY STORE.**



## Notice

### Process for those shareholders whose email ids are not registered with the depositories

Members holding shares in demat mode, who have not registered their email addresses and mobile nos. are requested to register the same with their respective DP, and members holding shares in physical mode are requested to update their email addresses and mobile nos. with the Company's RTA, CB Management Services (P) Limited at [rta@cbmsl.com](mailto:rta@cbmsl.com), to receive copies of the Annual Report 2022-23 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual report and update other KYC details/ bank account details for the receipt of dividend :

Members holding shares in Physical form	Register/ update the details in prescribed Form ISR 1 and other relevant forms, duly signed with C B Management Services Pvt. Ltd, Registrar and Share Transfer Agent ("RTA") of the Company at <a href="mailto:rta@cbmsl.com">rta@cbmsl.com</a> Members may download the prescribed forms from the Company's website viz., <a href="http://www.bengaltea.com">www.bengaltea.com</a> or the RTA's Website viz., <a href="http://www.cbmsl.com">www.cbmsl.com</a>
Members holding shares in Demat form	Please contact your Depository Participant (DP), and register/update your email address and/or bank account details as per the advice given by your DP

- II. 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 28<sup>th</sup> July, 2023 (close of business hours).
  - III. Mrs. Swati Bajaj, (CP No.3502, Membership No. ACS 13216) partner of M/s Bajaj Todi & Associates. Practising Company Secretaries of 225D, A.J.C.Bose Road, 3rd Floor, Kolkata 700 020 has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the AGM in a fair and transparent manner.
  - IV. The scrutinizer shall within a period of not exceeding 48 hours from the conclusion of the meeting unblock the votes cast through remote e-voting and evoting at AGM, 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 consolidated scrutinizer's report of the votes cast in favour or against, if any and forward to the Chairman of the AGM.
  - V. The Results on resolutions shall be declared after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
  - VI. The Consolidated Results declared along with the Scrutinizer's report (s) shall be placed on the Company's website [www.bengaltea.com](http://www.bengaltea.com), website of Stock Exchange i.e. [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL within 48 hours of passing of the resolutions at the AGM of the Company. The results will also be communicated to BSE Limited where the shares of the Company are listed.
23. **Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item No 4 of the Notice is as under:**

#### In respect of Item No. 4

M/s. D. Radhakrishnan & Co., (Firm Regn. No. 000018), Cost Accountants have been conducting the Cost Audit for the Tea Division of the Company from last few years. The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. D. Radhakrishnan & Co., as the Cost Auditors of the Tea Division of the Company on 25<sup>th</sup> May, 2023 to conduct the audit of the cost records of the Tea Division of the Company for the financial year ending on 31<sup>st</sup> March, 2024.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, a remuneration of ₹ 30,000/- p.a. plus out of pocket expenses and taxes, if any, payable to the Cost Auditor has to be approved by the shareholders of the Company. Accordingly, consent of the members is being sought for passing an Ordinary Resolution for approval of the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2024.

Your Directors recommend the resolution to be passed as an Ordinary Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnels or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

**By Order of the Board  
For Bengal Tea & Fabrics Limited**

Sd/-

**Sunita Shah**  
Company Secretary  
(Membership no.: F8495)

Registered Office:  
Century Towers, 4<sup>th</sup> Floor,  
45, Shakespeare Sarani,  
Kolkata-700 017  
Dated: 25<sup>th</sup> May ,2023





## Notice

### ANNEXURE TO NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING

#### Brief Profile of Mr. Samveg A. Lalbhai, Non Executive Director seeking re-appointment

**Mr. Samveg A. Lalbhai**, Non executive Director of the Company, aged about 61 years retires at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. He has about 40 years of vast experience in the business of Textiles and is an eminent personality of Textile Industry. Mr. Lalbhai is the **Managing Director of Atul Limited since December 2001**. Mr. Lalbhai is associated with a number of Chambers/Organisations, including Indian Cotton Mills Federation, Gujarat Chamber of Commerce & Industries, Ahmedabad Textile Mills Association, Ahmedabad Textile Industries and Research Association etc.

Mr. Lalbhai is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. The Company has received the requisite Form DIR-8 from him in terms of Section 164(1), Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirming his eligibility. A brief resume, experience and functional expertise and membership on various Board and Committee for Mr. Samveg A. Lalbhai, proposed to be re-appointed at Serial No. 3 of the Notice convening the 40<sup>th</sup> Annual General Meeting, as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) {"SEBI (LODR)"} Regulations, 2015 are furnished below:

Date of Birth	04.06.1961
Date of first appointment	06.05.2004
Qualification	Graduate in Commerce from Gujarat University
Experience in specific functional areas	40 years of vast experience in the business of Textiles and is an eminent personality of Textile Industry
Directorship in other Companies apart from this company	<ol style="list-style-type: none"> <li>1. Atul Ltd.</li> <li>2. The Anup Engineering Ltd.</li> <li>3. Arvind Farms Pvt. Ltd.</li> <li>4. National Design Business Incubator</li> <li>5. Arvind Worldwide Inc. USA</li> </ol>
*Chairman/Member of the Committee in which he is a Director apart from this company	Nil
Shares of the company held by him	
Equity :	
a) Own	Nil
b) Beneficiary basis	Nil

**\*Only Audit Committee & Shareholders/Investors Grievance Committees are being considered**