



BENGAL TEA & FABRICS LIMITED

CIN: L51909WB1983PLC036542

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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 and General Circular No. 09/2023 dated 25th September 2023 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 resolutions set out below proposed to be passed through 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”). 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 Business 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 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 Monday, 8th April, 2024 and ends at 5.00 P.M. on Tuesday, 7th May, 2024. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 29th March, 2024 (end of day) may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The Scrutinizer will submit their report to the Chairman or any authorized person of the Company and the results of the Postal Ballot will be announced on or before Thursday, 9th May, 2024. 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 i.e. www.bseindia.com. 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) www.evoting.nsdl.com .

Special Business:

1. Appointment of Mr. Raghav Lall, (DIN: 05121368) as a Non-Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with, Schedule IV thereto and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17 (1C) and 25(2A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Raghav Lall (DIN: 05121368) who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director of the Company, with effect from 1st April, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years, till 31st March, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act, Mr. Raghav Lall be paid such fees, remuneration and commission as the Board may approve and subject to such limits, as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms, with the power to settle all questions, difficulties or doubts that may arise in regard to the said appointment, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company, to give effect to this resolution.”

2. Appointment of Mr. Mudit Kumar (DIN: 00141585), as a Non Executive Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with, Schedule IV thereto and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17 (1C) and 25(2A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Mudit Kumar (DIN: 00141585) who was appointed by the Board of Directors as an Additional Director in the capacity of Independent Director of the Company, with effect from 1st April, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years, till 31st March, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and any other applicable provisions of the Act, Mr. Mudit Kumar be paid such fees, remuneration and commission as the Board may approve and subject to such limits, as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms, with the power to settle all questions, difficulties or doubts that may arise in regard to the said appointment, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company, to give effect to this resolution.”

3. Appointment of Mr. Kushagra Kanoria, (DIN: 09467947) as the Whole-time Director 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 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Kushagra Kanoria (DIN: 09467947) who was appointed by the Board of Directors as an Additional Director with effect from 1st April, 2024, pursuant to the provisions of Section 161 of the Act and who holds office up to the date of ensuing general meeting of the Company or three months from the date of his appointment, whichever is earlier and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the company be and is hereby appointed as the Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for appointment of Mr. Kushagra Kanoria (DIN: 09467947), as the Whole-time Director of the Company for a period of 3 (three) years with effect from 1st April, 2024 till 31st March, 2027, who shall be liable to retire by rotation, upon the terms and conditions, as set out in the Explanatory Statement attached to this notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of the said agreement in such manner as may be agreed to by the Board and Mr. Kushagra Kanoria but so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto or enactments thereof, with effect from such date as may be decided by it.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof) be and is hereby authorized to execute all such documents, instruments and writings, as deemed necessary, file requisite forms, with the power to settle all questions, difficulties or doubts that may arise in regard to the said appointment, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company, to give effect to this resolution.”

By Order of the Board of Directors,
For **BENGAL TEA & FABRICS LIMITED**
Sd/-
Sunita Shah
Company Secretary
(Membership no: F8495)

Place: Kolkata
Date: 01.04.2024

Registered Office:
Century Tower, 4th Floor,
45, Shakespeare Sarani,
Kolkata – 700 017

Notes:

1. The Explanatory Statement for the Special business pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rules thereunder and Secretarial Standards on General Meetings (SS-2) stating material facts of the proposed resolutions is annexed hereto.
2. Details of the Directors seeking appointment as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 are provided in Annexure forming part of this Postal Ballot Notice.
3. 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, 29th March, 2024 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories. The Postal Ballot Notice has also been placed on the website of the Company www.bengaltea.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and NSDL.
4. 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.**
5. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date i.e. 29th March, 2024 will only 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
6. The Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on the cut off date.
7. The Company has received the Consent letter of Mrs. Swati Bajaj, (CP No.3502) Partner, M/s BajajTodi & Associates, Practicing 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 1st April, 2024 has appointed Mrs. Swati Bajaj, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
8. 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.
9. In respect of shares held by 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.
10. 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, 29th March, 2024.
11. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, shall be available for

inspection through electronic mode.

12. 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 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 or any person authorized by him.

13. 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) instead of dispatching the physical Postal Ballot Form by post. 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 will begin at 9:00 a.m. on Monday, 8th April, 2024 and will end on Tuesday, 7th May, 2024 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 29th March, 2024 (end of day) 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:

Electronic voting 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.

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 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.
2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. 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. 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.

- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



b. Individual shareholders holding securities in demat mode with CDSL

- 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 and click on login icon & New System Myeasi Tab and then use their existing my easi username & password.
- 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 the 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. 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.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN 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 able to see the e-Voting option where the evoting is in progress and also be 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.

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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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?

- 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 e-services 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***

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 digits 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 cycle is in active status.
2. Select "EVEN" of the company 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 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, with a copy marked to 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. 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 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.nsdl.com or may call on 022 - 4886 7000 and 022 - 2499 7000 or may send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories/ Registrar & Share Transfer Agents "RTA"

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, to receive all official correspondence in electronic mode and are further requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. Members may follow the process detailed below for registration of email ID to obtain all future correspondence 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 (P) Limited, Registrar and Share Transfer Agent ("RTA") of the Company at rta@cbmsl.com Members may download the prescribed forms from the Company's website viz., www.bengaltea.com or the RTA's Website viz., www.cbmsl.com
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

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

In respect of Item No. 1

The Board of Directors of the Company at their meeting held on 1st April, 2024, on the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the appointment of Mr. Raghav Lall (DIN: 05121368) as an Additional Director in the capacity of Non-Executive Independent Director w.e.f. 1st April, 2024 for a term of 5 (Five) consecutive years till 31st March, 2029 pursuant to the provisions of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013 subject to the approval of the Members of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Mr. Raghav Lall shall hold office up to the date of the ensuing General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Mr. Raghav Lall, aged 59 years, is a Post Graduate from Faculty of management Studies, Delhi and holds Bachelor Degree in Arts. Mr. Lall has rich work experience in Finance and Business Management. He has been in the Tea Industry since 1976 and has exposure of more than 40 years in this industry. He is on the Board of James Warren Tea Limited as an Independent director. Mr. Raghav Lall has been appointed as the member of Audit Committee, Stakeholder Relationship Committee and Share transfer Committee of the Company vide Board Meeting dated 1st April, 2024. Brief profile and other information in respect of Mr. Lall seeking appointment as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 are provided in **Annexure** forming part of this Postal Ballot Notice.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member, proposing the candidature of Mr. Lall for the office of Independent director. Mr. Lall is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. The Company has received (i) the consent of Mr. Lall in Form DIR-2 (ii) Form DIR-8 in terms of Section 164 (1) & (2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirming his eligibility (iii) a declaration to the effect that he meets the criteria of Independence as provided in Sub-section (6) of Section 149 and other applicable provisions of the Companies Act, 2013.

In order to have the required number of Independent Director on the Board in conformity with Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations, the NRC recommended the candidature of Mr. Lall for appointment as an Independent Director w.e.f. 1st April, 2024. In the opinion of the Board of Directors, Mr. Raghav Lall fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the Management. The Board considers that his association would be of immense benefit for the growth of the Company.

Under the Companies Act, 2013, Independent Directors can only receive fees as specified in the provisions of Section 197(5) and commission, as may be approved by the members. Accordingly, approval of the members is also being sought for the purpose of payment of fees and commission, the amounts of which may be decided by the Board / Nomination and Remuneration Committee, subject to the limits prescribed under the Companies Act, 2013 and Rules thereunder.

Your Directors recommend the resolution to be passed as a Special Resolution for the approval of the shareholders.

Except Mr. Raghav Lall, being appointee and his relatives, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 1.

In respect of Item no.2

The Board of Directors of the Company at their meeting held on 1st April, 2024, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Mudit Kumar (DIN: 00141585) as an Additional Director in the capacity of Non-Executive Independent Director w.e.f. 1st April, 2024 for a term of 5 (Five) consecutive years till 31st March, 2029 pursuant to the provisions of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013 subject to the approval of the Members of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Mr. Mudit Kumar shall hold office up to the date of the ensuing General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Mr. Mudit Kumar (DIN 00141585), aged 55 years, is a B.Com (Hons) graduate and an MBA from Carnegie Mellon University, USA. He has approximately thirty years of experience in the tea, and floor furnishings industries, and in the fields of business development, finance and private equity investing. He served as the President of the Tea Association of India (an Association of tea producers of North India), and is an Executive Committee Member of the Indian Chamber of Commerce, Kolkata. He is an Independent Director on the Board of Darjeeling Dooars Plantations (Tea) Limited and JK Agri Genetics Limited. Mr. Mudit Kumar has been appointed as the member of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company vide Board Meeting dated 1st April, 2024. Brief profile and other information in respect of Mr. Mudit Kumar seeking appointment as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 are provided in **Annexure** forming part of this Postal Ballot Notice.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member, proposing the candidature of Mr. Kumar for the office of Independent director. Mr. Mudit Kumar is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. The Company has received (i) the consent of Mr. Kumar in Form DIR-2 (ii) Form DIR-8 in terms of Section 164 (1) & (2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirming his eligibility (iii) a declaration to the effect that he meets the criteria of Independence as provided in Sub-section (6) of Section 149 and other applicable provisions of the Companies Act, 2013.

In order to have the required number of Independent Director on the Board in conformity with Section 149 of the Act and Regulation 17 of the SEBI Listing Regulations, the NRC recommended the candidature of Mr. Kumar for appointment as an Independent Director w.e.f. 1st April, 2024. In the opinion of the Board of Directors, Mr. Mudit Kumar, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the Management. The Board considers that his association would be of immense benefit for the growth of the Company.

Under the Companies Act, 2013, Independent Directors can only receive fees as specified in the provisions of Section 197(5) and commission, as may be approved by the members. Accordingly, approval of the members is also being sought for the purpose of payment of fees and commission, the amounts of which may be decided by the Board / Nomination and Remuneration Committee, subject to the limits prescribed under the Companies Act, 2013 and Rules thereunder.

Your Directors recommend the resolution to be passed as a Special Resolution for the approval of the shareholders.

Except Mr. Mudit Kumar, being appointee and his relatives, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 2.

In respect of Item No. 3

The Board of Directors of the Company, at its meeting held on 1st April, 2024 on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Kushagra Kanoria (DIN: 09467947) as an Additional Director in the capacity of a Whole-time Director for a period of 3 (three) years till 31st March, 2027 pursuant to the provisions of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013 subject to the approval of the Members of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Mr. Kushagra Kanoria shall hold office up to the date of the ensuing General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Mr. Kushagra Kanoria (DIN: 09467947) aged 29 years, holds a Master's Degree in Business Administration from Columbia University, New York and a B.Sc. in Engineering (Computer Science) from the University of Michigan, USA. He was previously appointed as the Vice President of Bengal Tea & Fabrics Limited and has several years of experience in the Tea Industry. He had also worked for some time in Deutsche Bank, New York. He holds the Directorship of Rydak Enterprises & Investments Limited, an NBFC Company and a holding company of Bengal Tea & Fabrics Limited. Mr. Kushagra Kanoria is a member of Share transfer Sub Committee, Determination of Materiality of events committee. Mr. Kushagra Kanoria is related to Mr. Adarsh Kanoria, Managing Director and Mrs. Shubha Kanoria, Non Executive Director of the Company, being relatives. Brief profile and other information in respect of Mr. Kushagra Kanoria seeking appointment as required under Regulation 36(3) of SEBI Listing Regulations and SS-2 are provided in **Annexure** forming part of this Postal Ballot Notice.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member, proposing the candidature of Mr. Kushagra Kanoria for the office of Director. Mr. Kushagra Kanoria is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. The Company has received (i) The Consent of Mr. Kanoria in Form DIR-2 (ii) Form DIR-8 in terms of Section 164 (1) & (2) and Rule 14(1) of Companies (Appointment and Qualifications of Directors) Rules, 2014 confirming his eligibility.

Mr. Kushagra Kanoria is designated as a Key Managerial Personnel and satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013 ('Act') and also the conditions set out under Section 196(3) of the Act for being eligible for appointment. The Nomination and Remuneration Committee while recommending Mr. Kushagra Kanoria as Whole-time Director of the Company, considered various factors, viz., background, qualifications, competence, technical expertise, and experience particularly in the Tea Industry. His knowledge and experience would be beneficial for the growth of the Company.

In accordance with the requirements of Schedule V to the Companies Act, 2013 it is informed that the Company has not made any default in payment of any of dues to any bank or Public Financial Institution or any other secured creditor and the Nomination and Remuneration Committee, has also approved the remuneration payable to Mr. Kushagra Kanoria. A statement containing the requisite information in accordance with the requirement of Section II of Part II of Schedule V to the Companies Act, 2013 is also attached.

The abstract of the terms and conditions including remuneration governing the appointment of Mr. Kushagra Kanoria as the Whole-time Director of the Company is as under :

Term: 3 years starting from 1st day of April, 2024 and ending on 31st March, 2027.

Salary: Basic per month ₹. 4,00,000 – ₹. 4,40,000 – ₹. 4,84,000

Allowance and Perquisites: The value of allowance and perquisites referred in item (i) to (iv) below shall be evaluated as per Income Tax Rules, 1962 wherever applicable and shall be subject to maximum ceiling of 50% (Fifty percent) of annual basic salary.

(i) **Leave Travel Assistance :** Actual amount incurred in respect of leave travel for proceeding to any place, for self and family once in a year, subject to ceiling of ₹. 30,000/- (Rupees Thirty Thousand Only) per annum.

(ii) Medical Benefits

- (a) Personal Accident Insurance for self;
- (b) Payment of Mediciam Insurance for self and family or any reimbursement thereof by the Company; and
- (c) Reimbursement of Medical expenses incurred for self and family, subject to a limit of ₹. 15000/- (Rupees Fifteen Thousand Only) in a year.

(iii) **Motor Car :** Provision of car with driver for use on Company's business as well as for personal use.

(iv) **Telephone :** Telephone at residence. Personal long distance calls shall be billed by the Company.

(v) **Re-imbusement of Expenses:** The Whole-time Director shall be entitled for reimbursement/payment of entertainment and/or other expenses, if any, actually and properly incurred for and on behalf of the Company and such payment shall not form part of the remuneration for the purpose of computation of ceilings, wherever applicable.

(vi) **Earned Leave:** The Whole-time Director shall be entitled for a leave of 45 days in a year, subject to the maximum ceiling of 90 days for carry forward, encashable at the time of termination of service. Such encashment of leave shall not form part of the remuneration for the purpose of computation of ceilings, wherever applicable

(vii) **Retirement Benefits:** The Company shall make contributions to the provident fund to the extent it is not taxable under the Income Tax Act, 1961. Gratuity shall be payable in accordance with the applicable rules. The above retirement benefits shall not form part of the remuneration for the purpose of computation of ceilings, wherever applicable, so far, these do not exceed the limits prescribed in Schedule V of the Companies Act, 2013.

In the event of loss or inadequacy of profits

In the event of loss or inadequacy of profits, the Whole-time Director shall be paid a monthly remuneration not exceeding the applicable ceiling laid down in Section II of Part II of Schedule V of the Companies Act, 2013.

General

1. That the Whole-time Director shall not be entitled for any sitting fees for attending the meeting of the Board of Directors of the Company or any Committees thereof, as long as he functions as the Whole-time Director of the Company.
2. That the office of Whole-time Director will be liable to determination by retirement of directors by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.
3. That the Whole-time Director as well as the Company shall have the right to terminate the agreement by giving the other party three months' notice in writing, subject to the discretion of the Board of Directors of the Company, to agree at a shorter notice.
4. That the terms and conditions of this agreement of service, may be varied from time to time by the Board of Directors of the Company, within the maximum amount payable to the Whole-time Director in accordance with the applicable provisions of the Companies Act, 2013.

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

Except Mr. Kushagra Kanoria, being appointee, Mr. Adarsh Kanoria, Managing Director and Mrs. Shubha Kanoria, Non Executive Director, and their relatives, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 3.

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

Sd/-

Sunita Shah

Company Secretary

(Membership no: F8495)

Place: Kolkata

Date: 01.04.2024

Registered Office:

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

STATEMENT CONTAINING INFORMATION AS REQUIRED UNDER SECTION II (B) (iv) OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 FOR THE APPOINTMENT OF MR. KUSHAGRA KANORIA AS THE WHOLETIME DIRECTOR OF THE COMPANY.

I. GENERAL INFORMATION

(1) **Nature of Industry:** Manufacture of Tea

(2) **Date or expected date of commencement of commercial production:** The Company, incorporated in 1983, is an existing Company. Commercial production had already commenced.

(3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not Applicable

(4) **Financial performance based on given indicators :** (Amount in ₹. lakhs)

Financial Year ended	31.03.2023		31.03.2022	
	Continued	Discontinued	Continued	Discontinued
Gross Sales & Other Income	5227.84	645.33	5649.92	4500.71
Profit before Tax (before exceptional item)	57.99	170.09	908.39	(2144.89)
Profit after Tax (after exceptional item)	(120.91)	143.15	3998.38	(2169.88)

(5) **Export performance and net foreign exchange collaborations :** (Amount in ₹. lakhs)

Financial Year ended	31.03.2023	31.03.2022
Foreign Exchange Earnings (FOB Value of exports)	-	58.09
Foreign Exchange Outgo	39.96	3.15

(6) **Foreign investments or collaborations, if any:**

NIL

II. INFORMATION ABOUT THE APPOINTEE :

Mr. Kushagra Kanoria

(1) **Background details**

As referred in Explanatory Statement (Item no. 3) of the Notice.

(2) **Past remuneration:** Mr. Kushagra Kanoria was previously appointed as the Vice President of the Company and received a basic salary of ₹ 2,00,000 p.m. plus other perquisites.

(3) **Recognition or Awards :** NIL

(4) **Job profile and his suitability**

Mr. Kushagra Kanoria was previously appointed as the Vice President of the Company and has been playing a key role in managing the affairs of the Company. He has several years' experience in Tea business. Taking into consideration his qualification and experience, Mr. Kushagra Kanoria is best suited for the responsibilities currently assigned to him by the Board of Directors of the Company

(5) **Remuneration Proposed:** As referred in Explanatory Statement (Item no. 3) of the Notice.

(6) **Comparative remuneration profile with respect to industry , size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)**

The Managing Director of Terai Tea Co. Ltd., a company dealing in Tea having a turnover of ₹. 9315 Lakhs had paid a remuneration of ₹. 60.72 lakhs as reported in the Annual Report for the financial year 2022-23 of the said Company. Taking into consideration the size of the Company, his profile, responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.

(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any

Mr. Kushagra Kanoria has no pecuniary relationship with the Company other than his remuneration as Wholetime director and member/promoter of the Company. Mr. Adarsh Kanoria, Managing Director and Mrs. Shubha Kanoria, Non-executive Director of the Company are related to Mr. Kushagra Kanoria, being his relatives.

III. OTHER INFORMATION :

(1) Reasons of loss or inadequate profit

The Tea business is agricultural based & labour intensive. This is an enabling provision for payment of remuneration in the scenario of loss/inadequacy of profits.

(2) Steps taken or proposed to be taken for improvement

The Tea Division of the Company is being modernized which is expected to result in better quality teas.

(3) Expected increase in productivity and profits in measurable terms

The company has taken necessary steps to increase the productivity of Tea Division.

IV. DISCLOSURE :The information and disclosure of the remuneration package shall be mentioned in the Board of Director's report under the heading "Corporate Governance" in compliance with Schedule V of the Act.

[FORMING PART OF THE NOTICE OF POSTAL BALLOT DATED 1ST APRIL, 2024]

Information in respect of director(s) seeking appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2")

1.	Name	Mr. Raghav Lall	Mr. Mudit Kumar	Mr. Kushagra Kanoria
2.	DIN	05121368	00141585	09467947
3.	Date of Birth	31 st October, 1964	31 st May, 1968	7 th May, 1994
4.	Age	59 years	55 years	29 years
5.	Brief Resume of the director	As provided in the explanatory statement annexed to this Postal Ballot Notice	As provided in the explanatory statement annexed to this Postal Ballot Notice	As provided in the explanatory statement annexed to this Postal Ballot Notice
6.	Date of appointment / re-appointment	1st April, 2024	1st April, 2024	1st April, 2024
7.	Qualifications	B.A (H), MBA in Marketing from Faculty of Management Studies, Delhi	B. Com(H), MBA from Carnegie Mellon University, USA	B.Sc in Engineering (Computer Science) from the University of Michigan, USA, MBA from Columbia University, USA
8.	Nature of expertise in Specific Functional Areas	He has more than 40 years of experience in dealing with Tea Industry and luxury goods	He has 35 years of experience in Tea and floor furnishing industry and in the field of finance, Business development and private equity investing	He has several years of working experience in Tea Industry and few years of experience in Deutsche Bank, New York
9.	Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	As provided in Special Resolution set forth at Item No. 1 of this Postal Ballot Notice, read with the explanatory statement thereto	As provided in Special Resolution set forth at Item No. 2 of this Postal Ballot Notice, read with the explanatory statement thereto	As provided in Ordinary Resolution set forth at Item No. 3 of this Postal Ballot Notice, read with the explanatory statement thereto
10.	Number of Board Meetings attended during the FY 23-24	Not Applicable	Not Applicable	Not Applicable
11.	Directorship held in other listed companies. (As on 1st April, 2024)	1. James Warren Tea Limited	1. Darjeeling Dooars Plantations (Tea) Limited 2. JK Agri Genetics Limited	None
12.	Chairmanship / Membership of Committees of other Boards. (As on 1st April, 2024)	Chairman of Stakeholders Relationship Committee & Member of Audit Committee and Nomination and Remuneration Committee in James Warren Tea Limited	Member of Audit Committee of JK Agri Genetics Limited	None

		Mr. Raghav Lall	Mr. Mudit Kumar	Mr. Kushagra Kanoria
13.	Listed companies from which the person has resigned in the past three years.	None	None	None
14.	Directorship in Unlisted Companies (As on 1st April, 2024)	None	<ol style="list-style-type: none"> 1. Bluecircle Merchants Private Limited 2. Gajdhiraj Vyapaar Private Limited 3. Odyssey Travels Ltd. 4. S P B P Tea Plantation Limited 5. Arohi Holdings Private Limited 6. Indian Chamber Of Commerce Calcutta 	<ol style="list-style-type: none"> 1. Rydak Enterprises & Investment Limited (Holding Company of Bengal Tea & Fabrics Limited) 2. AKV Textiles Limited
15.	Relationships between director(s) inter se / other key managerial personnel(s) of the Company.	None	None	Mr. Kushagra Kanoria is related to Mr. Adarsh Kanoria, Managing Director and Mrs. Shubha Kanoria, Non-Executive Director of the Company, being relatives
16.	Shareholding in the Company including shareholding as a beneficial owner. (As on 1st April, 2024)	NIL	NIL	292489 equity Shares of face value Rs. 10 each (3.25%)
17.	Skills and capabilities required for the role of Independent Director and the manner in which he meets such requirements	As provided in the explanatory statement annexed to this Postal Ballot Notice	As provided in the explanatory statement annexed to this Postal Ballot Notice	Not Applicable