



BENGAL TEA & FABRICS LIMITED

CIN NO. L51909WB1983PLC036542

Regd. Office: Century Tower, 4th floor, 45, Shakespeare Sarani, Kolkata – 700 017
Telefax: 033 2283-6416/17 E-Mail: mail@bengaltea.com Website: www.bengaltea.com

Notice of Postal Ballot

NOTICE is hereby given to the Members of Bengal Tea & Fabrics Limited (the “Company”) pursuant to the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred as “the Act”) read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as “said Rules”) (including any statutory modification(s) or re-enactment(s) thereof for time being in force) that the Company is seeking consent of its members for the resolution as set out in this notice proposed to be passed by means of Postal Ballot as special business.

The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts and reasons thereof is enclosed herewith for your consideration.

Mr. H.M. Choraria, (C.P. No. 1499, Membership no. FCS 2398) Practising Company Secretary of M/s H.M. Choraria & Co., Kolkata, has been appointed as Scrutinizer to scrutinize the postal ballot (including e-voting) process in a fair and transparent manner.

In compliance with provisions of Clause 35 B of the Listing Agreement and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote in the Postal Ballot by electronic means and the business may be transacted through e-voting means provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility.

The members opting to vote through physical Postal Ballot form are requested to carefully read the instructions given in the Notes to Notice and return the Form duly completed in all respects so as to reach the Scrutinizer on or before the close of working hours i.e. 6.00 p.m. on Tuesday, 12th August, 2014. The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny of the Postal Ballots received in electronic and physical mode.

The result of the voting by Postal Ballot will be announced by the Managing Director of the Company or by such other person as may be authorized by him on Thursday, 14th August, 2014 at 4.00 p.m. at the registered office of the Company at Century Towers, 4th Floor, 45 Shakespeare Sarani, Kolkata - 700 017. The result of the Postal Ballot and the scrutinizer’s report will be displayed at the said address and posted on the Company’s website www.bengaltea.com and on the website of CDSL within two days of passing of the resolution on 14th August, 2014 and communicated to BSE Limited.

PROPOSED SPECIAL RESOLUTION:

SALE, LEASE OR OTHERWISE DISPOSE OF OR CREATION OF CHARGE ON THE PROPERTIES OF THE COMPANY

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

“**RESOLVED THAT** in supercession of the earlier Ordinary Resolution passed by the Members of the Company at the 25th Annual General Meeting held on 5th July, 2008 and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder, as may be amended from time to time (including any statutory modification(s) or enactment(s) thereof, for the time being in force), consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board”) to sale, lease or otherwise dispose of all or any of the movable and immovable properties, both present and future, of the whole, or substantially the whole, of the undertaking of the Company and to create such charges and/or mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company on such terms and conditions and at such time or times and in such form and manner and with such ranking as to priority as it may think fit, on any of the Company’s movable and immovable properties and assets, present and future comprised in any undertaking or undertakings of the Company, as the case may be, in favour of the Lenders viz. Financial/Investment Institutions, Banks and Trustees for the holders of debentures/bonds/other instruments to secure the repayment of loans/borrowings sanctioned and/or to be sanctioned by them from time to time for a sum not exceeding Rs. 125 Crores (Rupees One Hundred Twenty Five Crores Only) in aggregate.

RESOLVED FURTHER THAT the Board be and is hereby authorised to

- (i) finalise with the Lenders, agreements and other documents, if any, necessary for sale, lease or disposal or for creation of mortgage(s) and/or charge(s), hypothecation(s) as aforesaid, and
- (ii) do all such acts, deeds, matters and things and to execute all such documents, deeds and instruments in writing

as may be required, incidental and/or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company.”

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

Place: Kolkata
Date: June 21, 2014

Sunita Shah
Company Secretary

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

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

An ordinary resolution was passed under Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 by the shareholders of the company at the 25th Annual General Meeting held on 5th July, 2008 to mortgage and/or create charge on all the immovable and movable properties of the company wheresoever situate, present and future, the whole of the undertaking of the company relating thereto and/or conferring power to enter upon and take possession of the assets of the aforesaid unit of the company in certain events. The said resolution is current and continues to be in force.

Meanwhile under Section 180 (1) (a) of Companies Act, 2013 which was put into force from 12th September, 2013, Board of Directors of a company can sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of the shareholders by special resolution as against ordinary resolution under Section 293(1)(a) of Companies Act, 1956.

As per the provisions of Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014, the resolution for sale of the whole or substantially the whole of an undertaking of a Company as specified under Section 180(1)(a) of the Act can be passed only through Postal Ballot process.

The Company requires creating charge by way of mortgage, pledge, hypothecation or otherwise on its assets as and when required while taking any financial assistance from banks, financial institution, etc.

The Board recommends the resolution as set out in the Notice for your approval.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out in the Notice.

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

Place: Kolkata
Date: June 21, 2014

Sunita Shah
Company Secretary

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

Notes:

1. Explanatory Statement for the proposed Special Resolution pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts is annexed above.
2. The Company has received the Consent letter of Mr. H.M. Choraria, (CP No. 1499, Membership No. FCS 2398) of M/s H. M. Choraria & Co. Practising Company Secretaries of 14/2, Old China Bazar Street, 4th Floor, Room No. 401, Kolkata 700 001 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 Saturday, 21st June, 2014 has appointed Mr. H.M. Choraria as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

3. The Notice is being sent 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 30th June, 2014 and Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on the said date.
4. Members who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.
5. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self – addressed postage pre-paid envelope. Since postage is already paid by the Company, the members need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the Member, will also be accepted.
6. 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.
7. Members who have received Postal Ballot Notice by email and who wish to vote through Physical Postal Ballot Form can seek Postal Ballot Form from the Registrar & Transfer Agent M/s C B Management Services Private Limited, fill in the details and send the same to the Scrutinizer.
8. A member need not use all his / her votes.
9. Members have option to vote either through Postal Ballot form or through e-voting. If a member has opted e-voting facility, he/she is not required to send the physical Postal Ballot form. In case a member votes through e -voting facility as well as sends his vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the scrutinizer.
10. The Scrutinizer's decision on the validity of a Postal Ballot/E-voting shall be final and binding.
11. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature recorded) by the first named Member and in his/her absence, by the next named Member.
12. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
13. There will be one postal ballot form for every Folio/ Client ID irrespective of the number of joint holder(s).
14. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 6.00 p.m. on Tuesday, 12th August, 2014. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received and the same will not be considered for the purpose of postal ballot.
15. In respect of shares held by corporate and institutional members (companies, trusts, societies etc.) the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution /appropriate authorization with the specimen signature(s) of the authorized signatory(ies) duly attested.
16. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the member in the respective column.
17. Postal Ballot Form cannot be exercised by proxies.
18. A copy of the documents referred to in the Notice and accompanying Statement will be open for inspection to the Members at the Registered Office of the Company on any working day, between 11 a.m. and 1.00 p.m. upto Tuesday, 12th August, 2014 except Sundays and public holidays without any fees.
19. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote in the Postal Ballot by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under :
 - (i) Log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the Electronic Voting Sequence Number- "140625006" along with "BENGAL TEA & FABRICS LIMITED" from the drop down menu and click on "SUBMIT"
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) However, if you are a first time user, please follow the steps given below and fill up the following details in the appropriate boxes :

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant can enter in the PAN field the 10 characters as, First 2 Alphabets of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters will be taken from the name and folio number. Example : Mr. V.N. Swami and folio number is Ben/0245, the PAN to be entered will be VN00BEN0245.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <BENGAL TEA & FABRICS LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code, click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The e-voting period begins from Monday, 14th July, 2014 at 9.00 a.m. and ends on Tuesday, 12th August, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th June, 2014 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or investor@bengaltea.com