

BENGAL TEA & FABRICS LTD.



CIN NO.: L51909WB1983PLC036542

Century Towers, 45 Shakespeare Sarani, 4th Floor, Kolkata 700 017

Telefax : 91-33 2283 6416/17; E-mail : mail@bengaltea.com; Website : www.bengaltea.com

NOTICE

TO THE MEMBERS

NOTICE is hereby given that the 31st Annual General Meeting of the Members of BENGAL TEA & FABRICS LIMITED will be held at "Kalakunj", 48, Shakespeare Sarani, Kolkata 700 017 on Saturday, the 9th day of August, 2014 at 10.30 A.M. to transact the following business :

ORDINARY BUSINESS

1. **Adoption of Financial Statements, Reports of the Board of Directors' and Auditors'**

To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2014 and the Reports of the Board of Directors' and Auditors' thereon.

2. **Declaration of Dividend**

To declare a Dividend on the Equity Shares for the financial year 2013 - 2014.

3. **Appointment of Auditors**

To re-appoint Auditors of the Company to hold office, from the conclusion of the 31st Annual General Meeting until the conclusion of the 34th Annual General Meeting and to fix their remuneration and to pass with or without modification(s) the following resolution as an Ordinary Resolution :

"**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of 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 Jain & Co., Chartered Accountants, (Firm Regn. No. 302023E), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 31st Annual General Meeting of the Company till the conclusion of the 34th Annual General Meeting on a remuneration of ₹ 85,000/- p.a. plus out of pocket expenses and taxes, if any (subject to ratification of the appointment and revision of the Auditors remuneration by the members at every AGM held after this AGM)."

SPECIAL BUSINESS

4. **Appointment of Mr. Kailash Prasad Khandelwal, as a Director of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Mr. Kailash Prasad Khandelwal, (DIN No. 00914834) who has been appointed as an Additional Director of the Company by Board of Directors with effect from 9th November, 2013 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company."

5. **Appointment of Mrs. Shubha Kanoria, as a Director, liable to retire by rotation**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Mrs. Shubha Kanoria, (DIN No. 00036489) who has been appointed as an Additional Director of the Company by Board of Directors with effect from 10th May, 2014 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

6. **Appointment of Mr. Navin Nayar, as a Director, liable to retire by rotation**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Mr. Navin Nayar, (DIN No. 00136057) who has been appointed as an Additional Director of the Company by Board of Directors with effect from 10th May, 2014 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."



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7. **Appointment of Mr. Ashutosh Bhagat, as a Director, liable to retire by rotation**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Ashutosh Bhagat, (DIN No. 00059842) who has been appointed as an Additional Director of the Company by Board of Directors with effect from 10th May, 2014 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.”

8. **Appointment of Mr. Golam Momen as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Golam Momen (DIN No. 00402662), Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his Candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Golam Momen be paid such fees, remuneration and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

9. **Appointment of Mr. Dharendra Kumar as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Dharendra Kumar (DIN No. 00153773), Director of the company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his Candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dharendra Kumar be paid such fees, remuneration and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

10. **Appointment of Mr. Abhijit Datta as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Abhijit Datta (DIN No. 00790029), Director of the company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his Candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office upto 31st March, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment



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thereof for the time being in force), Mr. Abhijit Datta be paid such fees, remuneration and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

11. **Re-appointment of Mr. Adarsh Kanoria as the Managing Director**

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and all other applicable provisions of the Companies Act, 1956 (Sections 196, 197 and 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act including any statutory modifications or re-enactment thereof for the time being in force) re-appointment of Mr. Adarsh Kanoria, (DIN No. 00027290) as the Managing Director of the Company, for a period of three years with effect from 1st day of January, 2014 be and is hereby approved upon the terms and conditions contained in the Agreement dated 31st day of December, 2013 approved by a resolution passed by Remuneration Committee and Board of Directors of the Company and 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. Adarsh 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.”

12. **Appointment of Mr. Kailash Prasad Khandelwal as the Whole-time Director**

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and all other applicable provisions of the Companies Act, 1956 (Sections 196, 197 and 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V of the said Act including any statutory modifications or re-enactment thereof for the time being in force) appointment of Mr. Kailash Prasad Khandelwal, (DIN No. 00914834) as the Whole-time Director of the Company, for a period of three years with effect from 1st day of January, 2014 be and is hereby approved upon the terms and conditions contained in the Agreement dated 31st day of December, 2013 approved by a resolution passed by Remuneration Committee and Board of Directors of the Company and as set out in the Explanatory Statement attached to this notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all steps and perform such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

13. **Increase in limit of Contribution to be made by the Company to any bonafide charitable, benevolent, public, national, or general and other funds**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in supersession of the Ordinary Resolution passed by the Members of the Company at the 28th Annual General Meeting held on 6th August, 2011 and pursuant to Section 181 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof for the time being in force) the Board of Directors of the Company be and is hereby authorised to make contribution and/or subscription from time to time to any bonafide charitable, benevolent, public, national, or general and other funds up to an aggregate amount of ₹ 2,50,00,000/- (Rupees Two Crores Fifty Lakhs only) in any financial year as may be considered proper by the Board of Directors notwithstanding that such amount in any financial year may exceed five percent of the average net profits for the three immediately preceding financial years of the Company.”

14. **Borrowing Limit of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

“**RESOLVED THAT** in supersession of the earlier Ordinary Resolution passed by the Members of the Company at the Extraordinary General Meeting held on 14th March, 1997 the consent of the Company be and is hereby accorded to the Board of Directors, (hereinafter referred to as “the Board”) under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to borrow, from time to time, whether by way of loan in Indian rupees and/or foreign currency at their discretion, either from bank(s), Financial Institution(s), Bodies Corporate or any other lending institution(s) or person(s), whether in India or abroad, on such terms and conditions as may be considered suitable by the Board, notwithstanding that the money to be borrowed together with the money already borrowed



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by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital and free reserves, provided that the maximum outstanding amount of moneys so borrowed by the Board shall at any time not exceed ₹ 125 Crores (Rupees One hundred Twenty Five Crores) in aggregate.

RESOLVED FURTHER THAT the Board be and is hereby authorised to 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."

15. Appointment of Branch Auditors

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 143 and all other applicable provisions of 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 Sorab S. Engineer & Co., Chartered Accountants, (Firm Regn. No. 110417W), be and are hereby appointed as Branch Auditors of the Company, to conduct the audit of the Textile Division to hold office from the 31st Annual General Meeting of the Company till the conclusion of the 36th Annual General Meeting on a remuneration of ₹ 1,75,000/- p.a. plus out of pocket expenses and taxes, if any (subject to ratification of the appointment and revision of the Auditors remuneration by the members at every AGM held after this AGM).

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."

16. Fixation of Remuneration of Cost Auditors of the Textile Division

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of 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 N.D.Birla & Co., (Firm Regn. No. 000028) appointed by Board of Directors of the Company as the Cost Auditors for the Textile Division of the Company, to conduct the audit of the cost records of the Textile Division of the Company for the financial year ending 31st March, 2015, be paid the remuneration of ₹ 40,000/- p.a. plus out of pocket expenses and taxes, if any."

17. Fixation of Remuneration of Cost Auditors of the Tea Division

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of 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 by Board of Directors of the Company as the Cost Auditors of the Tea Division of the Company, to conduct the audit of the cost records of the Tea Division of the Company for the financial year ending 31st March, 2015, be paid the remuneration of ₹ 25,000/- p.a. plus out of pocket expenses and taxes, if any."

18. Remuneration to Non-Executive Directors

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, be paid to and distributed amongst the directors other than the Managing Director or Whole-time Director of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors from time to time.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to the director(s) for attending the meetings of the Board or Committee(s) thereof and reimbursement of expenses for participation in the Board and other Committee meetings."

Registered Office :
45, Shakespeare Sarani,
Kolkata 700 017
Dated : 21st day of June, 2014

By Order of the Board

SUNITA SHAH
Company Secretary



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NOTES :

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of the member and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 2nd day of August, 2014 to Saturday, 9th day of August, 2014 (both days inclusive) for the purpose of payment of dividend for the financial year ended 31st March, 2014.
3. The Notice of the 31st AGM and Annual Report for the year ended 2013-14 is being sent to all the members whose names appear in the Register of Members/list of beneficial owners as received from National Depository Services Limited(NSDL)/Central Depository Services (India) Limited (CDSL) as on Monday, 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 are requested to bring their copy of Annual Report to the AGM. Members holding shares in dematerialized form are requested to bring their supporting evidence in respect of their Client ID & DP Nos. for easier identification of the attendance at the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. 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 by the members at the AGM.
7. 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 so that the required information may be readily available at the meeting.
8. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the declaration to those Members whose names appear on the Register of Members as on close of Friday, 1st August, 2014.
9. Members are requested to intimate immediately change of Address, if any, to the Company.
10. Members still possessing the share certificates issued prior to 25th July, 1998 are requested to surrender the said share certificates for the reduced shareholdings as only the new share certificates are eligible for demat.
11. **Members are hereby informed that the Securities & Exchange Board of India (SEBI) in terms of Circular No.CIR/MRD/DP/10/2013 dated 21st March, 2013 has made it mandatory for all Listed Companies to make cash payments through electronic modes to the investors. It is further directed that in case electronic payment is rejected or returned, the Company shall mandatorily print the bank account details of the investor on payment instrument. Members are requested to provide their updated Bank Account Particulars to enable the Company to electronically credit dividend directly in their respective bank accounts. Members holding shares in demat mode are requested to send correct bank details (including MICR No., IFSC Code, Account Type etc.) to their respective Depository Participant. Members holding shares in physical form are requested to send such bank details along with a cancelled cheque to our Registrars M/s C. B. Management Services Pvt. Ltd.**
12. Members are also requested to inform their correct email address, if any, to the Depositories (if shares held in demat form) and to our Registrars by visiting Website namely "www.cbmsl.com/green.php" (if shares held in physical form) in compliance of Green Initiative as per circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by Ministry of Corporate Affairs to facilitate the Company to send notice/documents through e-mail.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / C. B. Management Services (P) Ltd (RTA).
14. The Shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory Demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate.
15. 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 Central Government Account i.e. IEPF on expiry of 7 years from the date of transfer of dividend amount to unclaimed dividend account.



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16. The brief profile of the Directors seeking appointment/re-appointment including relevant particulars relating to them are furnished in the Corporate Governance Report forming part of the Annual Report, as required under Clause 49(IV)(G) of the Listing Agreement.
17. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
18. A copy of the documents referred to in the Notice and accompanying Explanatory Statement will be open for inspection at the Registered Office of the Company on any working day, between 11 a.m. and 1.00 p.m. except Sundays and Public Holidays from the date hereof upto the date of the AGM, without any fee.
19. **Voting through electronic means**

I. 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 at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services 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, and a member may avail of the facility at his/her/its discretion. 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 "140625005" 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.



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- (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 voting period begins on Saturday, 2nd August, 2014 <9.00a.m.> and ends on Monday, 4th August, 2014 <6.00p.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 vote 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
- 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 30th June, 2014.
- III. 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 has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV. The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes 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, forthwith to the Chairman of the AGM.
- V. The Results on resolutions shall be declared on or 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 numbers of votes in favour of the Resolutions.
- VI. The Results declared along with the Scrutinizer's report(s) shall be placed on the Company's website www.bengaltea.com and on the website of CDSL within two days 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.
20. **Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 4-18 of the Notice are as under :**
- In respect of Item No. 4**
- Mr. Kailash Prasad Khandelwal, (DIN No. 00914834) was appointed as Additional Director w.e.f. 9th day of November, 2013 on the Board of the Company pursuant to the Article 82 of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013. Pursuant to provisions of Section 161 of the Companies Act, 2013, he holds office as Director upto the date of ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Member proposing the name of Mr. Kailash Prasad Khandelwal as Director of the Company. His brief resume and other details are given in the Disclosure as per Clause 49 under Corporate Governance Report.
- Mr. Khandelwal 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 Mr. Khandelwal in terms of Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirming his eligibility.

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Your Directors recommend the resolution to be passed as an Ordinary Resolution for approval of the shareholders. Except Mr. Kailash Prasad Khandelwal, being appointee, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 4.

In respect of Item No. 5

Mrs. Shubha Kanoria, (DIN No. 00036489) was appointed as Additional Director w.e.f. 10th May, 2014 on the Board of the Company pursuant to Article 82 of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013. Pursuant to provisions of Section 161 of the Companies Act, 2013, She holds office as Director upto the date of ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Member proposing the name of Mrs. Shubha Kanoria as Director of the Company. Her brief resume and other details are given in the Disclosure as per Clause 49 under Corporate Governance Report.

Mrs. Shubha Kanoria 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 her in terms of Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirming her eligibility.

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

Except Mrs. Shubha Kanoria, being appointee and Mr. Adarsh Kanoria, being Husband of Mrs. Shubha Kanoria and their relatives, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 5.

In respect of Item No. 6

Mr. Navin Nayar, (DIN No. 00136057) was appointed as Additional Director w.e.f. 10th May, 2014 on the Board of the Company pursuant to Article 82 of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013 to hold office as Director upto the date of ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Member proposing the name of Mr. Navin Nayar as Director of the Company. His brief resume and other details are given in the Disclosure as per Clause 49 under Corporate Governance Report.

Mr. Navin Nayar 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(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirming his eligibility.

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

Except Mr. Navin Nayar, being appointee, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 6.

In respect of Item No. 7

Mr. Ashutosh Bhagat, (DIN No. 00059842) was appointed as Additional Director w.e.f. 10th May, 2014 on the Board of the Company pursuant to Article 82 of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013 to hold office as Director upto the date of ensuing Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Member proposing the name of Mr. Ashutosh Bhagat, as Director of the Company. His brief resume and other details are given in the Disclosure as per Clause 49 under Corporate Governance Report.

Mr. Ashutosh Bhagat, 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(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirming his eligibility.

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

Except Mr. Ashutosh Bhagat, being appointee, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 7.

In respect of Item No. 8

Mr. Golam Momen, (DIN No. 00402662) is a Non Executive Independent Director of the Company. He joined the Board of Directors of the Company in December 1987. He is the Chairman of the Stakeholders Relationship Committee (Shareholders/Investors Grievance Committee) and is a Member of Audit Committee, Nomination and Remuneration Committee, Share Transfer Committee and CSR Committee of the Company.

Mr. Golam Momen, is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. The Company has received (i) Form DIR-8 from him in terms of Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirming his eligibility (ii) 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. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Member proposing the name of Mr. Golam Momen, as a Director of the Company. His brief resume and other details are given in the Disclosure as per Clause 49 under Corporate Governance Report.



NOTICE (Contd.)

Mr. Golam Momen is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Golam Momen being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019.

In the opinion of the Board of Directors, Mr. Golam Momen, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the Management. Copy of the draft letter of appointment of Mr. Momen as an Independent Director setting out the terms and conditions would be available for inspection. The Board considers that his continued association would be of immense benefit to the Company.

Under the Companies Act, 2013, independent directors can only receive fees under 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, which amounts may be decided by the Board/Nomination and Remuneration Committee from time to time, subject to the limits prescribed under the Companies Act, 2013 and as may be prescribed under the rules that are passed or may be passed from time to time.

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

Except Mr. Golam Momen, being appointee, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 8.

In respect of Item No. 9

Mr. Dharendra Kumar (DIN No. 00153773), is a Non Executive Independent Director of the Company. He joined the Board of Directors of the Company in August, 2003. He is the Chairman of the Nomination and Remuneration Committee and is a Member of Audit Committee, Stakeholders Relationship Committee, Share Transfer Committee and CSR Committee of the Company. His brief resume and other details are given in the Disclosure as per Clause 49 under Corporate Governance Report.

Mr. Dharendra Kumar, is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. The Company has received (i) Form DIR-8 from him in terms of Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirming his eligibility (ii) 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. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Member proposing the name of Mr. Dharendra Kumar, as a Director of the Company.

Mr. Dharendra Kumar is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Dharendra Kumar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019.

In the opinion of the Board of Directors, Mr. Dharendra Kumar, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the Management. Copy of the draft letter of appointment of Mr. Dharendra Kumar as an Independent Director setting out the terms and conditions would be available for inspection. The Board considers that his continued association would be of immense benefit to the Company.

Under the Companies Act, 2013, independent directors can only receive fees under 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, which amounts may be decided by the Board/Nomination and Remuneration Committee from time to time, subject to the limits prescribed under the Companies Act, 2013 and as may be prescribed under the rules that are passed or may be passed from time to time.

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

Except Mr. Dharendra Kumar, being appointee, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 9.

In respect of Item No. 10

Mr. Abhijit Datta (DIN No. 00790029), is a Non Executive Independent Director of the Company. He joined the Board of Directors of the Company in July, 2009. He is the Chairman of the Audit Committee and is a Member of Nomination and Remuneration Committee, Stakeholders Relationship Committee, Share Transfer Committee and CSR Committee of the Company. His brief resume and other details are given in the Disclosure as per Clause 49 under Corporate Governance Report.

Mr. Abhijit Datta, is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. The Company has received (i) Form DIR-8 from him in terms of Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirming his eligibility (ii) 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



NOTICE (Contd.)

of the Companies Act, 2013. The Company has received a notice under Section 160 of the Companies Act, 2013, from a Member proposing the name of Mr. Abhijit Datta, as a Director of the Company.

Mr. Abhijit Datta is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Abhijit Datta being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019.

In the opinion of the Board of Directors, Mr. Abhijit Datta, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the Management. Copy of the draft letter of appointment of Mr. Abhijit Datta as an Independent Director setting out the terms and conditions would be available for inspection. The Board considers that his continued association would be of immense benefit to the Company.

Under the Companies Act, 2013, independent directors can only receive fees under 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, which amounts may be decided by the Board/Nomination and Remuneration Committee from time to time, subject to the limits prescribed under the Companies Act, 2013 and as may be prescribed under the rules that are passed or may be passed from time to time.

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

Except Mr. Abhijit Datta, being appointee, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 10.

In respect of Item No. 11

The Board of Directors in its meeting held on 7th December, 2013, based on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Adarsh Kanoria, (DIN No. 00027290) as Managing Director of the Company for a period of 3 (Three) years w.e.f. 1st January, 2014 subject to necessary approvals. Mr. Adarsh Kanoria, (DIN No. 00027290) aged about 47 years, has vast experience in the field of Tea & Textiles. He holds 5,36,137 Equity Shares of the Company as on 31st March, 2014.

He is the Chairman of the Share Transfer Committee, Share Transfer Sub-committee and CSR Committee and is a Member of Stakeholders Relationship Committee, of the Company. His brief resume and other details are given in the Disclosure as per Clause 49 under Corporate Governance Report.

In accordance with the requirements of Schedule XIII to the Companies Act, 1956 (Schedule V of the Companies Act, 2013) it is informed that the Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year 2013-14 and the Nomination and Remuneration Committee, vide a resolution has also approved the remuneration payable to Mr. Adarsh Kanoria. A statement containing the requisite information in accordance with the requirement of Section II(B)(iv) of Part II of Schedule XIII to the Companies Act, 1956 (Section II of Part II of Schedule V of the Companies Act, 2013) is also attached.

The abstract of terms and conditions including remuneration governing the re-appointment of Mr. Adarsh Kanoria as the Managing Director of the Company is as under:

Tenure : 3 years starting from 1st January, 2014 and ending on 31st December, 2016.

Basic Salary : ₹ 3,25,000/- (Rupees Three Lacs Twenty Five Thousand only) per month.

Commission : The Company shall also pay Commission as may be fixed by the Board of Directors of the Company at the end of each financial year, subject to a maximum of 3% on the profits of the Company and within the permissible limits specified in the Companies Act, 1956 (Companies Act, 2013).

Allowances & Perquisites : The value of allowances and perquisites referred in item (i) to (v) below shall be evaluated as per Income Tax Rules, 1962 wherever applicable and shall be subject to maximum ceiling of 23% (Twenty Three percent) of annual basic salary.

(i) **Housing**

Rent-free furnished accommodation with provision of Gas, Electricity and Water shall be provided by the Company and in case no accommodation is provided, the Company shall pay house rent allowance @ 20% of Basic Salary.

(ii) **Medical Benefits**

Personal Accident Insurance for self subject to maximum premium of ₹ 10,000/- (Rupees Ten Thousand only) per annum.

(iii) **Club Fees**

Fees of clubs, subject to maximum of two clubs (excluding life membership and admission fees).



NOTICE (Contd.)

(iv) **Motor Car**

Provision of car with driver for use on Company's business as well as for personal use.

(v) **Telephone**

Telephone at residence. Personal long distance calls shall be billed by the Company.

(vi) **Reimbursement of Expenses**

The Managing 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.

(vii) **Earned Leave**

The Managing 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.

(viii) **Retirement Benefits**

The Company shall make contributions to provident fund to the extent same is not taxable under the Income tax Act, 1961. Gratuity shall be payable in accordance with the applicable rules. The 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 XIII to the Companies Act, 1956 (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 in any financial year, the Managing Director shall be paid a monthly remuneration not exceeding the applicable ceiling laid down in Section II of Part II of the Schedule XIII to the Companies Act, 1956 (Section II of Part II of Schedule V of the Companies Act, 2013).

General :

1. That the Managing Director shall not become interested or otherwise concerned directly or through his wife and/or minor children, in any selling agency of the Company without the prior approval of the Central Government, as long as he functions as the Managing Director of the Company.
2. That the Managing 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 Managing Director of the Company.
3. That the Managing Director shall not be liable to retire by rotation in accordance with the provisions of Section 255 of the Companies Act, 1956.(Section 152 of the Companies Act, 2013)
4. That the Managing Director as well as the Company shall have the right to terminate this 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.
5. 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 said Managing Director in accordance with the applicable provisions of the Companies Act, 1956 (Companies Act, 2013).

Copy of the Agreement referred to in the Resolution for re-appointment of Mr. Adarsh Kanoria as Managing Director would be available for inspection.

Except Mr. Adarsh Kanoria and Mrs. Shubha Kanoria and their relatives, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 11.

The Board considers that the Company would benefit from the continuation of Mr. Adarsh Kanoria as the Managing Director and therefore recommends the resolution for your approval as Special Resolution.

An abstract of the terms of the appointment of Mr. Adarsh Kanoria as the Managing Director of the Company and a memorandum of concern or interest in the said appointment in accordance with the provisions of Section 302 of the Companies Act, 1956 (Section 190 of the Companies Act, 2013) was already sent to the Shareholders by the Company.

In respect of Item No. 12

Mr. Kailash Prasad Khandelwal, (DIN No. 00914834) aged about 58 years, having experience of over 40 years in the Tea Industry, was appointed as the Additional Director of the Company on 9th November, 2013. He is a Member of Share Transfer Sub-committee of the Company. His brief resume and other details are given in the Disclosure as per Clause 49 under Corporate Governance Report.

Mr. Khandelwal is associated with the Company since long and in view of his vast experience, the Board of Directors of the Company at their meeting held on 7th day of December, 2013 have appointed Mr. Kailash Prasad Khandelwal



NOTICE (Contd.)

as the Whole-time Director of the Company for a period of three years w.e.f. 1st January, 2014 on the terms and conditions mentioned in the Agreement entered between the Company and Mr. Kailash Prasad Khandelwal subject to the approval of the members.

In accordance with the requirements of Schedule XIII to the Companies Act, 1956 (Schedule V of the Companies Act, 2013) it is informed that the Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year 2013-2014 and the Nomination and Remuneration Committee, vide a resolution had also approved the remuneration payable to Mr. Kailash Prasad Khandelwal.

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

Tenure : 3 years starting from 1st day of January, 2014 and ending on 31st December, 2016.

Salary : Basic per month ₹ 1,35,000 – ₹ 1,50,000 – ₹ 1,65,000.

Allowance and Perquisites : The value of allowance and perquisites referred in item (i) to (v) 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) **House Rent Allowance**

The Company shall pay house rent allowance @ 20% of Basic Salary.

(ii) **Leave Travel Assistance**

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

(iii) **Medical Benefits**

(a) Personal Accident Insurance for self;

(b) Payment of Mediclaim 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 ₹ 15,000/- (Rupees Fifteen Thousand Only) in a year.

(iv) **Motor Car**

Provision of car with driver for use on Company's business as well as for personal use.

(v) **Telephone**

Telephone at residence. Personal long distance calls shall be billed by the Company.

(vi) **Re-imbursment 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.

(vii) **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.

(viii) **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 XIII to the Companies Act, 1956 (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 the Schedule XIII to the Companies Act, 1956 (Section II of Part II of Schedule V of the Companies Act, 2013).

General

1. That the Whole-time Director shall not become interested or otherwise concerned directly or through his wife and/or minor children, in any selling agency of the Company without the prior approval of the Central Government, as long as he functions as the Whole-time Director of the Company.



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2. 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.
3. That the Whole-time Director shall not be liable to determination by retirement of directors by rotation in accordance with the provisions of Section 255 of the Companies Act, 1956 (Section 152 of the Companies Act, 2013).
4. 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.
5. 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, 1956 (Companies Act, 2013).

Copy of the Agreement referred to in the Resolution for appointment of Mr. Kailash Prasad Khandelwal would be available for inspection.

Except Mr. Kailash Prasad Khandelwal, being appointee, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 12.

The Board considers that the Company would benefit from the appointment of Mr. Kailash Prasad Khandelwal as the Whole-time Director and therefore recommends the resolution for your approval as Special Resolution.

An abstract of the terms of the appointment of Mr. Kailash Prasad Khandelwal as the Whole-time Director of the Company and a memorandum of concern or interest in the said appointment in accordance with the provisions of Section 302 of the Companies Act, 1956 (Section 190 of the Companies Act, 2013) was already sent to the Shareholders by the Company.

In respect of Item No. 13

The Company is authorized, by the shareholders at their meeting held on 6th August, 2011, to contribute to charitable and other funds not directly related to the business of the Company or welfare of its employees in excess of ₹ 50,000 or 5% of the average net profits of the Company, as determined in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956, during the three financial years immediately preceding, whichever is greater, provided that the aggregate amount of such contribution shall not exceed ₹ 1,00,00,000 (Rupees One Crore only) in any financial year. Looking at the Corporate Social Responsibility of Company, it is desired to increase the limit from ₹ 1,00,00,000 (Rupees One Crore only) to ₹ 2,50,00,000 (Rupees Two Crores Fifty Lakhs only) in any financial year to contribute to bonafide Charitable and other funds. The consent of the members is sought by the proposed resolution in pursuant to Section 181 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 13 and your Directors recommend the adoption of the proposed resolution in the national/public interest.

In respect of Item No. 14

An ordinary resolution was passed at the Extraordinary General Meeting held on 14th March, 1997 according consent under Section 293(1)(d) of Companies Act, 1956 to borrow money in excess of the aggregate of the paid up capital of the company and its free reserves, provided that the maximum amount of moneys so borrowed by the Board of Directors shall not, at any time, exceed Rs.125 Crores (Rupees One Hundred and Twenty Five Crores Only). The said resolution is current and continues to be in force.

Meanwhile under Section 180(1)(c) of Companies Act, 2013 which was put into force from the 12th September 2013, Board of Directors of a company can borrow money exceeding the aggregate of paid-up capital and free reserves, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, only with the consent of the shareholders by special resolution as against ordinary resolution under Section 293(1)(d) of Companies Act 1956.

It is therefore, necessary to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 as set out at Item 14, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of Members is being sought to borrow money upto ₹ 125 Crores (Rupees One Hundred and Twenty Five Crores Only) in aggregate.



NOTICE (Contd.)

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 14 and your Directors recommend the adoption of the proposed resolution to be passed as Special Resolution for approval of the shareholders.

In respect of Item No. 15

In pursuance of Section 228 of the Companies Act, 1956, the Shareholders of the Company, at their 18th Annual General Meeting held on 21st day of September, 2001 had authorised the Board to appoint/re-appoint the Branch Auditors, other than the Company's Auditors, for Textile Division of the Company, in consultation with the Statutory Auditors of the Company. Accordingly, M/s. Sorab S. Engineer & Co., Chartered Accountants (Firm Regn. No. 110417W), were appointed as Branch Auditors of the Textile Division of the Company vide Board Resolution dated 27.07.2009 and have been re-appointed by the Board every year for 5 consecutive years.

As per Section 143 read with Section 139 of the Companies Act, 2013, the Shareholders of the Company, can appoint the Branch Auditors of the Company for a term of 5 years if they are Individuals and for 2 terms of 5 years each if they are Audit Firms.

M/s. Sorab S. Engineer & Co., have already served for a period of 5 years and are eligible to be appointed for one more term of 5 years as per the provisions of Section 139(2)(b) of the Companies Act, 2013. A letter has been received from the said firm seeking re-appointment and indicating its eligibility under Section 141 of the Companies Act, 2013. In terms of Section 177(4) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Audit Committee have recommended the appointment of M/s. Sorab S. Engineer & Co., Chartered Accounts, as Branch Auditors for a term of 5 years from the conclusion of the 31st Annual General Meeting of the Company till the conclusion of the 36th Annual General Meeting on a remuneration of ₹ 1,75,000/- p.a. plus out of pocket expenses and taxes, if any. (subject to ratification of the appointment and revision of the Auditors remuneration by the members at every AGM held after this AGM).

Your Directors recommend the appointment of M/s Sorab S. Engineer & Co., Chartered Accountants, (Firm regn No. 110417W), as Branch Auditors of the Textile Division of the Company, to conduct the audit of the Textile Division.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 15.

In respect of Item No. 16

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s N.D.Birla & Co., (Firm Regn. No. 000028), as the Cost Auditors for the Textile Division of the Company to conduct the audit of the cost records of the Textile Division of the Company for the financial year ending March 31, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 40,000/- p.a. plus out of pocket expenses and taxes, if any, payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

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

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 16.

In respect of Item No. 17

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. D. Radhakrishnan & Co., (Firm Regn. No. 000018), as the Cost Auditors of the Tea Division of the Company to conduct the audit of the cost records of the Tea Division of the Company for the financial year ending March 31, 2015.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 25,000/- p.a. plus out of pocket expenses and taxes, if any, payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.



NOTICE (Contd.)

Your Directors recommend the resolution to be passed as Ordinary Resolution for approval of the shareholders. None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 17.

In respect of Item No. 18

In view of Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 coming into effect from 1st April, 2014 and taking into account the roles and responsibilities of the directors, it is proposed that the Directors other than Managing Director and the Whole-time Director be paid remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013. This remuneration shall be in addition to fee payable to the Directors for attending the meetings of the Board or Committee thereof and reimbursement of expenses for participation in the Board and other Committee meetings.

Accordingly, approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of commission to the Directors of the Company other than Managing Director and Whole-time Directors, as set out in the Resolution.

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

All the Non-executive Directors and their relatives are deemed to be interested in the resolution set out at Item No. 18.

None of the other Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution set out at Item No. 18.

STATEMENT CONTAINING INFORMATION AS REQUIRED UNDER SECTION II(B)(iv) OF PART II OF SCHEDULE XIII OF THE COMPANIES ACT, 1956 {SECTION II(B)(iv) OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013} AND FORMING PART OF THE NOTICE OF 31ST ANNUAL GENERAL MEETING

I. GENERAL INFORMATION

(1) Nature of Industry

Manufacture of Tea, Yarn and Fabrics

(2) Date or expected date of commencement of commercial production

The Company, incorporated in 1983, is an existing Company. Commercial production has 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 :

₹ in lacs

Financial Year ended	31.03.2014	31.03.2013
Gross Sales & Other Income	25650	22471
Profit before Tax	1875	1204
Profit after Tax	1253	1146
Equity Share Capital	901	901
Reserve and Surplus (excluding revaluation reserve)	5343	4299
Net Worth	6244	5200

(5) Export performance and net foreign exchange collaborations :

₹ in lacs

Financial Year ended	31.03.2014	31.03.2013
Foreign Exchange Earnings (FOB Value of exports)	4131	3638
Foreign Exchange Outgo	181	704

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



NOTICE (Contd.)

II. INFORMATION ABOUT THE APPOINTEES :

Mr. Adarsh Kanoria

(1) Background details

Mr. Adarsh Kanoria, Managing Director of the Company is a Commerce Graduate with Honours and did a Diploma in case studies from Harvard Business School, U.S.A. He has over 26 years experience in Tea and Textile business. He is a reputed industrialist in Eastern India. He is the Senior Vice President of Tea Association of India. He is a Director on the Board of The Cotton Textiles Export Promotion Council and also a Committee Member of Confederation of Indian Textile Industry and Indian Chamber of Commerce.

(2) Past remuneration

Basic Salary : ₹ 2,75,000/- (Rupees Two Lac Seventy Five Thousand only) per month.

Commission : The Company paid commission not more than @ 2% of the net profits of the Company as computed in the manner laid down in Section 309(5) of the Companies Act, 1956.

Perquisites : The following perquisites, subject to a maximum ceiling of 27% of the annual salary were paid to Mr. Adarsh Kanoria :

- (a) Provision of House, Motor Car with chauffer, Fringe Benefits like gas, electricity, water, furnishings etc., phone facilities, Medical Benefits (comprising mediclaim for self and family, personal accident insurance & medical allowance), Leave Travel Assistance for self and family, Club Fees etc. The above perquisites were valued in accordance with the Income Tax Rules, 1962, wherever applicable.
- (b) Mr. Adarsh Kanoria was entitled for a leave of 45 days in a year, subject to maximum ceiling of 90 days carry forward, encashable at the end of the service. The Company contributed, towards provident fund to the extent the same was not taxable under the Income Tax Act, 1961. He was also entitled for gratuity in accordance with the applicable rules.

Further, there was a provision of payment of monthly remuneration not exceeding the applicable ceiling laid down in Part II of the Schedule XIII of the Companies Act, 1956 in the event of loss or inadequacy of profits.

(3) Recognition or Awards

The Textile Division of the Company is a One Star Export House recognized by Additional Director General of Foreign Trade and has been accredited with IS/ISO 9001:2008 by Bureau of Indian Standards. In the Tea Division, Ananda Tea Estate has been awarded with NS-EN ISO 9001:2008/ISO-9001:2008 and HACCP certificate by M/s. Norsk Akkreditering of Norway.

(4) Job profile and his suitability

Mr. Adarsh Kanoria has been successfully managing the overall affairs of the Company, as the Managing Director since 1st day of January 2002. He has over 26 years experience in Tea and Textile business. Under his able guidance and leadership the Company has been flourishing over the past years. The Company has also successfully completed and implemented the Expansion cum Modernisation Scheme of the Textile Division.

With sufficient past experience in successfully managing the affairs of the Company, Mr. Kanoria is best suited for the position.

(5) Remuneration Proposed

As referred in Explanatory Statement (Item No. 11) 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)

There is actually no peer group company operating in both the industries in which the Company has its business i.e Tea & Textile hence the comparative data are not available. However, Managing Director of Ambika Cotton Mills Limited, a company manufacturing speciality cotton yarn having a turnover of ₹ 397.76 Crores was paid a remuneration of ₹ 75.00 lacs (including commission) as reported in the Annual report for the financial year 2012-13 of the said Company.

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

Mr. Adarsh Kanoria has no pecuniary relationship with the Company other than his remuneration as Managing director and member/promoter of the Company. Relationship by way of Accounting Standard-18 are disclosed in the Annual Report for the year 2013-14.

Mrs. Shubha Kanoria, Director is related to Mr. Adarsh Kanoria, being his wife.



NOTICE (Contd.)

Mr. Kailash Prasad Khandelwal

(1) **Background details**

Mr. Kailash Prasad Khandelwal, is a Commerce Graduate with Honours. Mr. Khandelwal possesses an overall experience of over 40 years in the Tea Industry and has been instrumental in the business growth of the Company.

(2) **Past Remuneration**

Basic Salary : ₹ 90,000/- (Rupees Ninety Thousand only) per month.

Allowances and Perquisites : The following perquisites and allowances, were paid to Mr. Kailash Prasad Khandelwal :

- (i) House Rent Allowance per month @ 20% of Basic Salary.
- (ii) Bonus @ 18% of Basic Salary p.a.
- (iii) Soft Furnishing Allowance of ₹ 21,000/- p.a.
- (iv) Re-imbusement of Leave Travel Expenses upto a maximum of ₹ 90,000/- (Rupees Ninety Thousand only).
- (v) Re-imbusement of medical expenses upto a maximum ₹ 90,000/- (Rupees Ninety Thousand only).
- (vi) Reimbursement of telephone expenses.
- (vii) Provision of Motor Car facility.
- (viii) Mr. Kailash Prasad Khandelwal was entitled for a leave of 45 days in a year, subject to maximum ceiling of 90 days carry forward, encashable at the end of the service. The Company contributes, towards provident fund to the extent the same is not taxable under the Income Tax Act, 1961. He is also entitled for gratuity in accordance with the applicable rules.

(3) **Recognition or Awards**

The Textile Division of the Company is a One Star Export House recognized by Additional Director General of Foreign Trade and has been accredited with IS/ISO 9001:2008 by Bureau of Indian Standards. In the Tea Division, Ananda Tea Estate has been awarded with NS-EN ISO 9001:2008/ISO-9001:2008 and HACCP certificate by M/s Norsk Akkreditering of Norway.

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

Mr. Kailash Prasad Khandelwal is associated with the Company from a long time. He was last posted as Chief Executive (Commercial) of the Company and has served the Company since long. He has indepth knowledge of the Indian Tea Industry. The Company has continued its journey towards achieving its vision with his knowledge and experience.

With sufficient past experience and indepth knowledge of the Tea Industry, Mr. Khandelwal is best suited for the position.

(5) **Remuneration Proposed**

As referred in Explanatory Statement (Item no. 12) 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)**

There is actually no peer group company operating in both the industries in which the Company has its business i.e Tea & Textile. However, the Whole-time Director of Duncan Industries Limited, a company engaged in tea & coffee industry having a turnover of ₹ 262.10 Crores was paid a remuneration of ₹ 84.17 lacs (in 18 months period) as reported in the Annual report for the financial year 2012-13 of the said Company.

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

Mr. Kailash Prasad Khandelwal has no pecuniary relationship with the Company other than his remuneration as Whole-time Director of the Company. Relationship by way of Accounting Standard-18 are disclosed in the Annual Report for the year 2013-14.

There is no managerial personnel related to Mr. Kailash Prasad Khandelwal.



NOTICE (Contd.)

III. OTHER INFORMATION :

(1) **Reasons of loss or inadequate profit**

The Company has shown a profit from its operations in the current year and it is expected to earn profits in the future years also. 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 Textile Division of the Company has been modernized and expanded which has and is expected to result in better quality products at lower costs.

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

With the modernization and expansion of the Textile Division of the Company, the productivity and profitability of the Company is expected to be reasonable. The Company has also taken necessary steps to increase the productivity of Tea Division.

IV. DISCLOSURE :

(1) The Shareholders of the Company have been informed of the remuneration packages of Mr. Adarsh Kanoria and Mr. Kailash Prasad Khandelwal and all elements thereof are given in explanatory statement attached to the Notice of 31st Annual General Meeting.

(2) As required, the disclosure relating to remuneration package such as salary and benefits, service contracts and notice period of Mr. Adarsh Kanoria and Mr. Kailash Prasad Khandelwal have been mentioned in the Corporate Governance Report annexed to the Directors Report.

Registered Office :
45, Shakespeare Sarani,
Kolkata 700 017
Dated : 21st day of June, 2014

By Order of the Board

SUNITA SHAH
Company Secretary

BENGAL TEA & FABRICS LTD.



CIN NO. : L51909WB1983PLC036542

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

Telefax Nos.: 91-33 2283-6416/17; E-mail : mail@bengaltea.com; Website : www.bengaltea.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : _____
Registered Address : _____
E-mail ID : _____
Folio No./Client ID : _____
DP ID : _____

I/We being the member(s) of _____ shares of the above named Company, hereby appoint :

- (1) Name : _____ Address : _____
E-mail ID : _____ Signature : _____ or failing him
- (2) Name : _____ Address : _____
E-mail ID : _____ Signature : _____ or failing him
- (3) Name : _____ Address : _____
E-mail ID : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Saturday, 9th August, 2014 at 10:30 a.m. at Kalakunj, 48, Shakespeare Sarani, Kolkata - 700 017 and at any adjournment thereof in respect of resolutions as are indicated below :

Resolution No.	Resolution Proposed	Optional*	
		For	Against
	Ordinary Business		
1	Adoption of Financial Statements, Reports of the Board of Directors' and Auditors'		
2	Declaration of Dividend		
3	Appointment of Auditors		
	Special Business		
4	Appointment of Mr. Kailash Prasad Khandelwal, as a Director of the Company		
5	Appointment of Mrs. Shubha Kanoria, as a Director, liable to retire by rotation		
6	Appointment of Mr. Navin Nayar, as a Director, liable to retire by rotation		
7	Appointment of Mr. Ashutosh Bhagat, as a Director, liable to retire by rotation		
8	Appointment of Mr. Golam Momen as an Independent Director		
9	Appointment of Mr. Dharendra Kumar as an Independent Director		
10	Appointment of Mr. Abhijit Datta as an Independent Director		
11	Re-appointment of Mr. Adarsh Kanoria as the Managing Director.		
12	Appointment of Mr. Kailash Prasad Khandelwal as the Whole-time Director.		
13	Increase in limit of Contribution to be made by the Company to any bonafide charitable and other funds		
14	Borrowing limit of the Company		
15	Appointment of Branch Auditors		
16	Fixation of Remuneration of Cost Auditors for the Textile Division		
17	Fixation of Remuneration of Cost Auditors for the Tea Division		
18	Remuneration to Non-executive Directors.		

Signed this _____ day of _____ 2014.

Signature of Shareholder.....Signature of Proxy holder(s).....

Affix
Revenue
Stamp

Note : 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. For the text of the Resolutions, Explanatory Statement & Notes, please refer to the Notice convening the 31st Annual General Meeting dated 21st June, 2014.

3. *It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

BENGAL TEA & FABRICS LTD.



CIN NO. : L51909WB1983PLC036542

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

Telefax Nos.: 91-33 2283-6416/17; E-mail : mail@bengaltea.com; Website : www.bengaltea.com

ATTENDANCE SLIP

31ST ANNUAL GENERAL MEETING

Registered Folio No. :	_____	DP ID No. :	_____
No. of Shares :	_____	Client ID No. :	_____

I/We hereby record my/our presence at the 31st Annual General Meeting of the Company held on Saturday, 9th August, 2014 at 10.30 A.M. at Kala Kunj, 48, Shakespeare Sarani, Kolkata-700 017.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note : Please complete the Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Hall. Please also bring your copy of the Annual Report.