



# Bengal Tea & Fabrics Limited

CIN No. L51909WB1983PLC036542  
Century Towers, 45, Shakespeare Sarani, 4th Floor, Kolkata - 700 017  
Telefax : 91-33 2283 6416/6417, e-mail : mail@bengaltea.com  
Website : www.bengaltea.com



ISO 9001 : 2008 & HACCP

31<sup>st</sup> July, 2017

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001  
(Scrip Code: 532230)

Dear Sir,

## **Sub: Outcome of 34<sup>th</sup> Annual General Meeting and Voting Results**

The 34<sup>th</sup> Annual General Board Meeting of the Company was held at "Kalakunj", 48, Shakespeare Sarani, Kolkata 700017 on Saturday, 29<sup>th</sup> July, 2017 at 10.30 a.m. and all the matters pertaining to the Notice dated 12<sup>th</sup> May, 2017 were transacted. In this regard, please find the following:


1. Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the voting results on resolutions passed at the 34<sup>th</sup> Annual General Meeting of the Company are enclosed in the prescribed format.
2. The Report of the Scrutinizers dated 29<sup>th</sup> July, 2017 pursuant to Section 108 of the Companies Act, 2013 read with the relevant Rules is being enclosed.

We further inform that all the Resolutions placed at the aforesaid Annual General Meeting of the Company in terms of Notice dated 12<sup>th</sup> May, 2017, have been passed by the members of the Company with requisite majority. The said details are also being uploaded on the Company's website [www.bengaltea.com](http://www.bengaltea.com) and CDSL's website [www.evotingindia.com](http://www.evotingindia.com)

Kindly acknowledge and take the same on record.

Thanking You,

Yours faithfully,

  
**Sunita Shah**  
Company Secretary

Cc: Central Depository Services (India) Limited  
17<sup>th</sup> Floor, P J Towers  
Dalal Street, Fort, Mumbai - 400001

BENGAL TEA & FABRICS LIMITED  
VOTING RESULT UNDER REG 44(3)

Date of the AGM/EGM/DECLARATION OF RESULTS OF POSTAL BALLOT	29-07-2017
Total Number of Shareholders as on Record Date	12670
No. of Shareholders present at the meeting either in person or through proxy	98
Promoters and Promoters Group	7
Public	91
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoters Group	N.A.
Public	N.A.

Agenda wise disclosures ITEM 1

Resolution Required (Ordinary/ Special): Ordinary Resolution: Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31st March, 2017.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes Against	% of votes in favour on votes polled	% of votes against on votes polled	NO
		[1]	[2]	(3)=[2]/(1)*100	[4]	[5]	(6)=[4]/(2)*100	(7)=[5]/(2)*100	
Promoters and Promoters Group	E voting	6608712	6608712	100.000	6608712	0	100.000	0.000	
	Poll	0	0	0.000	0	0	0.000	0.000	
	Postal Ballot (if applicable)	0	0	0.000	0	0	0.000	0.000	
	<b>Total</b>	<b>6608712</b>	<b>6608712</b>	<b>100.000</b>	<b>6608712</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	
Public Institutions	E voting	0	0	0.000	0	0	0.000	0.000	
	Poll	53813	0	0.000	0	0	0.000	0.000	
	Postal Ballot (if applicable)	0	0	0.000	0	0	0.000	0.000	
	<b>Total</b>	<b>53813</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>	
Public Non Institutions	E voting	24955	24955	1.065	24705	250	98.9982	1.0018	
	Poll	2343460	249033	10.627	249033	0	100.000	0.000	
	Postal Ballot (if applicable)	0	0	0.000	0	0	0.000	0.000	
	<b>Total</b>	<b>2343460</b>	<b>273988</b>	<b>11.692</b>	<b>273738</b>	<b>250</b>	<b>99.9088</b>	<b>0.0912</b>	
<b>Total</b>		<b>9005985</b>	<b>6882700</b>	<b>76.424</b>	<b>6882450</b>	<b>250</b>	<b>99.99637</b>	<b>0.00363</b>	



Resolution Required (Ordinary/ Special): Ordinary Resolution: Re-appointment of Mr Samveg A Lalbhai, (DIN:00009278) Director retiring by rotation.

Whether Promoter/Promoter Group are interested in the agenda/resolution ?										NO
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes Against	% of votes in favour on votes polled	% of votes against on votes polled		
		[1]	[2]	(3)=[(2)/(1)]*100	[4]	[5]	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoters and Promoters Group	E-voting	6608712	6608712	100.000	6608712	0	100.000	0.000		
	Poll	6608712	0	0.000	0	0	0.000	0.000		
	Postal Ballot (if applicable)	0	0	0.000	0	0	0.000	0.000		
	<b>Total</b>	<b>6608712</b>	<b>6608712</b>	<b>100.000</b>	<b>6608712</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>		
Public Institutions	E-voting	0	0	0.000	0	0	0.000	0.000		
	Poll	53813	0	0.000	0	0	0.000	0.000		
	Postal Ballot (if applicable)	0	0	0.000	0	0	0.000	0.000		
	<b>Total</b>	<b>53813</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>		
Public Non Institutions	E-voting	2343460	24955	1.065	24705	250	98.9962	1.0018		
	Poll	2343460	249033	10.627	249033	0	100.000	0.000		
	Postal Ballot (if applicable)	0	0	0.000	0	0	0.000	0.000		
	<b>Total</b>	<b>2343460</b>	<b>273988</b>	<b>11.692</b>	<b>273738</b>	<b>250</b>	<b>99.9088</b>	<b>0.0912</b>		
<b>Total</b>		<b>9005985</b>	<b>6882700</b>	<b>76.424</b>	<b>6882450</b>	<b>250</b>	<b>99.99637</b>	<b>0.00363</b>		



Agenda wise disclosures ITEM 3

Resolution Required (Ordinary/ Special): Appointment of M/s. Singhi & Company, Chartered Accountants (Firm Regn. No. 302049E) as Statutory Auditors of the Company and fixing their remuneration.

Whether Promoter/Promoter Group are interested in the agenda/resolution ?										NO
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes Against	% of votes in favour on votes polled	% of votes against on votes polled		
		[1]	[2]	(3)=[2]/[1]*100	[4]	[5]	(6)=[4]/[2]*100	(7)=[5]/[2]*100		
Promoters and Promoters Group	E-voting		6608712	100.000	6608712	0	100.000	0.000		
	Poll	6608712	0	0.000	0	0	0.000	0.000		
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000		
	<b>Total</b>		<b>6608712</b>	<b>100.000</b>	<b>6608712</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>	
Public Institutions	E-voting		0	0.000	0	0	0.000	0.000		
	Poll	53813	0	0.000	0	0	0.000	0.000		
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000		
	<b>Total</b>		<b>53813</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>	<b>0.000</b>	
Public Non Institutions	E-voting		24955	1.065	24705	250	98.982	1.0018		
	Poll	2343460	249033	10.627	249033	0	100.000	0.000		
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000		
	<b>Total</b>		<b>2343460</b>	<b>11.692</b>	<b>273738</b>	<b>250</b>	<b>99.9088</b>	<b>0.0912</b>	<b>0.0912</b>	
<b>Total</b>		<b>9005985</b>	<b>6882700</b>	<b>76.424</b>	<b>6882450</b>	<b>250</b>	<b>99.99637</b>	<b>0.00363</b>		



Agenda wise disclosures ITEM 4  
 Resolution Required (Ordinary/ Special): Ordinary Resolution: Ratification of Appointment of M/s. Sorab S Engineer and Co. Chartered Accountants (Firm regn. No. 110417W) as Branch Auditors of the Company and fixing their remuneration.

Whether Promoter/Promoter Group are interested in the agenda/resolution ?										NO
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes Against	% of votes in favour on votes polled	% of votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoters and Promoters Group	Evolving		6608712	100.000	6608712	0	100.000	0.000		
	Poll	6608712	0	0.000	0	0	0.000	0.000		
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000		
	<b>Total</b>		<b>6608712</b>	<b>100.000</b>	<b>6608712</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	<b>0.000</b>	
Public Institutions	Evolving		0	0.000	0	0	0.000	0.000		
	Poll	53813	0	0.000	0	0	0.000	0.000		
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000		
	<b>Total</b>		<b>53813</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>	<b>0.000</b>	
Public Non Institutions	Evolving		24955	1.065	24705	250	98.9982	1.0018		
	Poll	2343460	249033	10.627	249033	0	100.000	0.000		
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000		
	<b>Total</b>		<b>2343460</b>	<b>11.692</b>	<b>273738</b>	<b>250</b>	<b>99.9088</b>	<b>0.0912</b>	<b>0.00363</b>	
<b>Total</b>		<b>9005985</b>	<b>6882700</b>	<b>76.424</b>	<b>6882450</b>	<b>250</b>	<b>99.99637</b>	<b>0.00363</b>		



Agenda wise disclosures ITEM 5

Resolution Required (Ordinary/ Special): Ordinary Resolution: Fixation of Remuneration of M/s N D Birla and Co. Firm Regn. No. 000028 as Cost Auditors for the Textile Division of the Company.

Whether Promoter/Promoter Group are interested in the agenda/resolution ?										NO
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes Against	% of votes in favour on votes polled	% of votes against on votes polled		
		[1]	[2]	(3)=[2]/(1)*100	[4]	[5]	(6)=[4]/(2)*100	(7)=[5]/(2)*100		
Promoters and Promoters Group	Evolving		6608712	100.000	6608712	0	100.000	0.000		
	Poll	6608712	0	0.000	0	0	0.000	0.000		
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000		
	<b>Total</b>	<b>6608712</b>	<b>6608712</b>	<b>100.000</b>	<b>6608712</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>		
Public Institutions	Evolving		0	0.000	0	0	0.000	0.000		
	Poll	53813	0	0.000	0	0	0.000	0.000		
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000		
	<b>Total</b>	<b>53813</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>		
Public Non Institutions	Evolving		24955	1.065	24705	250	98.9982	1.0018		
	Poll	2343460	249033	10.627	249033	0	100.000	0.000		
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000		
	<b>Total</b>	<b>2343460</b>	<b>273988</b>	<b>11.692</b>	<b>273738</b>	<b>250</b>	<b>99.9088</b>	<b>0.0912</b>		
<b>Total</b>		<b>9005985</b>	<b>6882700</b>	<b>76.424</b>	<b>6882450</b>	<b>250</b>	<b>99.99637</b>	<b>0.00363</b>		



Agenda wise disclosures ITEM 6

Resolution Required (Ordinary/ Special): Ordinary Resolution: Fixation of Remuneration of M/s. D Radhakrishnan and Co. (Firm Regn. No. 000018) as Cost Auditors for the Tea Division of the Company.

Whether Promoter/Promoter Group are interested in the agenda/resolution ?							NO	
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes Against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=[2*1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoters and Promoters Group	E voting		6608712	100.000	6608712	0	100.000	0.000
	Poll	6608712	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>6608712</b>	<b>6608712</b>	<b>100.000</b>	<b>6608712</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E voting		0	0.000	0	0	0.000	0.000
	Poll	53813	0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>53813</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
Public Non Institutions	E voting		24955	1.065	24705	250	98.9982	1.0018
	Poll	2343460	249033	10.627	249033	0	100.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	<b>Total</b>	<b>2343460</b>	<b>273988</b>	<b>11.692</b>	<b>273738</b>	<b>250</b>	<b>99.9088</b>	<b>0.0912</b>
<b>Total</b>		<b>9005985</b>	<b>6882700</b>	<b>76.424</b>	<b>6882450</b>	<b>250</b>	<b>99.99637</b>	<b>0.00363</b>



**H. M. CHORARIA**  
Practising Company Secretary  
E-mail : hmchoraria@gmail.com

Phones (033) 2242-0196  
2243-2509  
Moblie – 9830058715.  
Room No. 401, 4<sup>th</sup> Floor  
14/2, Old China Bazar street  
Kolkata-700001.

To,  
The Chairman,  
of the 34<sup>th</sup> Annual General Meeting of the members of the  
BENGAL TEA & FABRICS LTD.,  
Century Towers, 4<sup>th</sup> Floor  
45, Shakespeare Sarani,  
Kolkata-700017

Dear Sir,

Sub: Combined Scrutinizer's Report on results of remote e-voting and ballot voting conducted on the resolutions placed at the Annual General Meeting of the Company on 29<sup>th</sup> July, 2017

I, Hanuman Mal Choraria, (CP No. 1499, Membership No. FCS 2398) of M/s H. M. Choraria & Co., Practising Company Secretaries, was appointed, by the Board of Directors of Bengal Tea & Fabrics Limited [the Company] as a Scrutinizer in connection with the 34<sup>th</sup> Annual General Meeting (AGM) of the Company held at Kalakunj, 48, Shakespeare Sarani, Kolkata - 700017 on Saturday, the 29<sup>th</sup> July, 2017 at 10.30 A.M. for the purpose of scrutinizing the process of remote e-voting and the physical ballot, as per the provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred in this report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice dated 12<sup>th</sup> May, 2017 of the 34<sup>th</sup> AGM of the Members of the Company. My responsibility as Scrutinizer for remote e-voting process and physical ballot process is restricted to make a Scrutinizer's Report of votes cast "In favour" or "Against" on the resolutions stated above, based on the reports generated from remote e-voting system provided by the Central Depository Services (India) Limited (CDSL) the authorized agency engaged by the Company to provide e-voting facility and the physical ballot forms received from the shareholders at the venue of the 34<sup>th</sup> AGM.

Further to the above, I hereby submit my scrutiny report on remote e-voting and voting by physical ballot at the AGM :

I) The remote e-voting period remained open from Wednesday, 26<sup>th</sup> July, 2017, 09.00 A.M to Friday, 28<sup>th</sup> July, 2017 up to 05.00 P.M.

II) The Members of the Company as on the cut off/entitlement date i. e. 22<sup>nd</sup> July, 2017 were entitled to vote on the resolutions as set out in the Notice dated 12<sup>th</sup> May, 2017 of the 34<sup>th</sup> Annual General Meeting of the members of the Company.

III) The Scrutinizer distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same had not been done by them through remote e-voting.





IV) After declaration of the voting by the Chairman, the Ballot Box kept for voting was taken into custody and was locked.

IV) The Ballot Box was subsequently opened in my presence and the poll papers were sorted out and diligently scrutinized. The ballot papers were reconciled with the records maintained by C.B. Management Services (P) Limited, the Registrar and Transfer Agents (R&TA) of the Company and the authorizations/proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as via ballot paper.

V) The votes cast on remote E voting were unblocked by me in the presence of two witnesses Mr. Amit Choraria and Ms. Sunita Chakraborty who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.

VI) No incomplete and/or defective Ballot papers were found, so as to be treated the same as invalid.

VII) The combined results of the remote e-voting (EVSU-170605003 ) and voting through ballot forms are as under:

**A - Ordinary Business:**

Item no. 1 - Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31<sup>st</sup> March, 2017 and Reports of the Board of Directors' and Auditors' thereon:

Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6633417	249033	6882450	99.996
Number of votes cast in against	250	0	250	00.004
Number of votes that are invalid	0	0	0	0
<b>Total</b>	<b>6633667</b>	<b>249033</b>	<b>6882700</b>	<b>100</b>

Item no. 2 - Ordinary Resolution for appointment of Director in place of Mr. Samveg A. Lalbhai (DIN: 00009278) who retires by rotation and being eligible, offer himself for reappointment :

Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6633417	249033	6882450	99.996
Number of votes cast in against	250	0	250	00.004
Number of votes that are invalid	0	0	0	0
<b>Total</b>	<b>6633667</b>	<b>249033</b>	<b>6882700</b>	<b>100</b>



Item no. 3- Ordinary Resolution for appointment of M/s. Singhi & Company, Chartered Accountants (Firm Regn. No. 302049E), as Statutory Auditors and fixation of their remuneration:

Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6633417	249033	6882450	99.996
Number of votes cast in against	250	0	250	00.004
Number of votes that are invalid	0	0	0	0
Total	6633667	249033	6882700	100

B- Special Business:

Item no.4 - Ordinary Resolution for ratification of appointment of M/s Sorab S. Engineer and Co., Chartered Accountants, Firm Regn. No. 110417W as Branch Auditors of the Company and fixation of their remuneration:

Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6633417	249033	6882450	99.996
Number of votes cast in against	250	0	250	00.004
Number of votes that are invalid	0	0	0	0
Total	6633667	249033	6882700	100

Item no.5 - Ordinary Resolution for fixation of remuneration of M/s N.D Birla and Co., Firm Regn. No. 000028, Cost Auditors of the Textile Division of the Company:

Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6633417	249033	6882450	99.996
Number of votes cast in against	250	0	250	00.004
Number of votes that are invalid	0	0	0	0
Total	6633667	249033	6882700	100



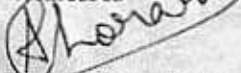
Item no.6 - Ordinary Resolution for fixation of remuneration of M/s D.Radhakrishnan and Co., Firm Regn. No. 000018, Cost Auditors of the Tea Division of the Company:

Particulars	No of Shares		Total Number of Shares	% based on total valid votes cast
	Through remote E-voting	Voting at AGM		
Number of votes cast in favour	6633417	249033	6882450	99.996
Number of votes cast in against	250	0	250	00.004
Number of votes that are invalid	0	0	0	0
Total	6633667	249033	6882700	100

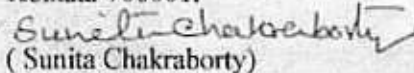
VIII). In terms of the provisions of Rule 20(4)(xiv), of the Companies (Management and Administration) Amendment Rules, 2015, I have maintained the Registers of e-voting in electronic form and the list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid. The registers and all other papers relating to electronic voting and voting by ballot shall remain in my safe custody until the Chairman of the Annual General Meeting considers, approve and signs the minutes of Annual General Meeting.

Thanking you.

Witnesses



(Amit Choraria)  
14/2 Old China Bazar Street,  
Kolkata-700001.

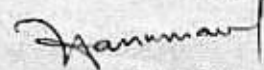


(Sunita Chakraborty)  
14/2 Old China Bazar Street,  
Kolkata-700001.

Kolkata

Dated 29.07.2017

Your's truly



(H. M. Choraria)  
Practising Company Secretary  
FCS No. 2398, CP No. 1499

