



## BENGAL TEA & FABRICS LIMITED

CIN : L51909WB1983PLC036542

Regd. Office: Century Towers, 4th Floor, 45, Shakespeare Sarani, Kolkata – 700 017  
Telefax: 033 2283-6416/6417 E-Mail: investor@bengaltea.com Website: www.bengaltea.com

### Notice of Postal Ballot

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

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

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

In compliance with provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote in the Postal Ballot by electronic means and the business may be transacted through e-voting means provided by Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility.

The members opting to vote through physical Postal Ballot form are requested to carefully read the instructions given in the Notes to Notice and return the Form duly completed in all respects so as to reach the Scrutinizer on or before 6.00 p.m. on Sunday, 10th September, 2017. The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny of the Postal Ballots received in electronic and physical mode.

The result of the voting by Postal Ballot will be announced by the Managing Director of the Company or by such other person as may be authorized by him on Tuesday, 12th September, 2017 at 3.00 p.m at the registered office of the Company at Century Towers, 4<sup>th</sup> Floor, 45 Shakespeare Sarani, Kolkata – 700 017. The result of the Postal Ballot and the scrutinizer's report will be displayed at the said address and posted on the Company's website www.bengaltea.com and on the website of CDSL within two days of passing of the resolution on 12th September, 2017 and communicated to BSE Limited.

### PROPOSED SPECIAL RESOLUTION:

#### **SALE OR DISPOSAL OF THE SPINNING SECTION AT THE TEXTILE UNIT OF THE COMPANY SITUATED AT ASARWA MILLS, AHMEDABAD**

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

**"RESOLVED THAT**, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions as may be applicable and necessary or being obtained from the appropriate authorities, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its Spinning section either in whole or in part at the Textile Unit situated at Asarwa Mills, Ahmedabad ("Undertaking"), comprising of all tangible assets, plant and machinery and other assets in relation to the said section in any manner to such person, at such consideration and on such terms and conditions as may be deemed fit by the Board from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including but without limitation, to settle any questions, difficulties or doubts that may arise with regard to sale and transfer of the Spinning Section or any or all of its assets as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments, if required.”

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

Sd/-  
Sunita Shah  
Company Secretary

Place: Kolkata  
Date: -29.07.2017

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

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

Your Company took strategic steps of business restructuring during the year 2015 and 2016 and as a part of that exercise, the Company is proposing to restructure the Textile Division. In light of the changing business dynamism and increasing competitive environment due to new units set up under Gujarat Textile Policy, 2012, our Spinning section situated at Asarwa Mills, Ahmedabad, Gujarat has become unremunerative due to sluggish market and lower exports.

In the best interest of all the stakeholders, the Board of Directors of the Company, at its meeting held on 29<sup>th</sup> July, 2017 decided to close and sell / dispose off its Spinning section comprising of 14352 spindles and related equipments situated at Asarwa Mills, Ahmedabad, Gujarat together with all specified tangible assets in relation to the Spinning Section on an “as is where is” basis subject to the approval of the members. The net proceeds from the sale of the Spinning Section will be utilized to repay the existing term loans to reduce interest cost of the Company and for payment of retrenchment compensation.

The sale/transfer/disposal of the Spinning section is conditional *inter alia* upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals. Barring unforeseen circumstances, it is anticipated that the deal may take place by March, 2018.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

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

Sd/-  
Sunita Shah  
Company Secretary

Place: Kolkata  
Date: 29.07.2017

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

**Notes:**

1. Explanatory Statement for the proposed Special Resolution pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts is annexed above.
2. The Company has received the Consent letter of Mr. H.M. Choraria, (CP No. 1499, Membership No. FCS 2398) of M/s H. M. Choraria & Co. Practising Company Secretaries of 14/2, Old China Bazar Street, 4<sup>th</sup> Floor, Room No. 401, Kolkata 700 001 to act as Scrutinizer for the Postal Ballot process pursuant to Rule 22 (5) of Companies (Management and Administration) Rules, 2014. The Board of Directors at their meeting held on Saturday, 29<sup>th</sup> July, 2017 has appointed Mr. H.M. Choraria as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 4<sup>th</sup> August, 2017 and Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on the said date.

4. Members who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with the Postal Ballot Form.
5. A Member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the attached self – addressed postage pre-paid envelope. Since postage is already paid by the Company, the members need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the Member will also be accepted.
6. The resolution will be taken as passed effectively on the date of declaration of the results at the registered office of the Company as well as placed on the Company's website, if the result of the postal ballot indicates that the requisite majority of the Members have assented to the resolution.
7. Members who have received Postal Ballot Notice by email and who wish to vote through Physical Postal Ballot Form can seek Postal Ballot Form from the Registrar & Transfer Agent M/s C B Management Services Private Limited, fill in the details and send the same to the Scrutinizer.
8. A member need not use all his / her votes.
9. Members have option to vote either through Postal Ballot form or through e-voting. If a member has opted e-voting facility, he/she is not required to send the physical Postal Ballot form. In case a member votes through e -voting facility as well as sends his vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the scrutinizer.
10. The Scrutinizer's decision on the validity of a Postal Ballot/E-voting shall be final and binding.
11. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature recorded) by the first named Member and in his/her absence, by the next named Member
12. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
13. There will be one postal ballot form for every Folio/ Client ID irrespective of the number of joint holder(s).
14. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours hours i.e. 6.00 p.m. on Sunday, 10th September, 2017. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received and the same will not be considered for the purpose of postal ballot.
15. In respect of shares held by corporate and institutional members (companies, trusts, societies etc.) the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution /appropriate authorization with the specimen signature(s) of the authorized signatory(ies) duly attested.
16. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the member in the respective column.
17. Postal Ballot cannot be exercised by proxies.
18. A copy of the documents referred to in the Notice and accompanying Statement will be open for inspection to the Members at the Registered Office of the Company on any working day, between 11 a.m. and 1.00 p.m. upto 10th September, 2017 without any fees.
19. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended the Company is pleased to provide members facility to exercise their right to vote in the Postal Ballot by electronic means and the business may be transacted through e-Voting services provided by Central Depository Services(India) Limited (CDSL). The instructions for e-voting are as under:
  - (i) Log on to the remote e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (ii) Click on "Shareholders" tab.
  - (iii) 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
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vi) However, if you are a first time user, please follow the steps given below :

**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 are requested to enter in the PAN field the first two letters of their name and 8 digit (including zeros) sequence number (SQ) communicated to you. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

# Please enter any one of the details of DOB or Dividend Bank 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.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <BENGAL TEA & FABRICS LIMITED> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 4<sup>th</sup> August, 2017. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Institutional Shareholders
- Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a Compliance user by using the admin login & password. The Compliance User would be able to link the account(s) which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) The voting period begins from Saturday, 12th August, 2017 at 9.00 a.m. and ends on Sunday, 10th September, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th August, 2017 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter..
- (xx) 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [investor@bengaltea.com](mailto:investor@bengaltea.com)

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

Sd/  
Sunita Shah  
Company Secretary

Place: Kolkata  
Date: 29.07.2017  
Registered Office:  
Century Tower, 4<sup>th</sup> Floor,  
45, Shakespeare Sarani, Kolkata - 700017



# BENGAL TEA & FABRICS LIMITED

CIN : L51909WB1983PLC036542

Regd. Office: Century Towers, 4th Floor, 45, Shakespeare Sarani, Kolkata – 700 017  
Telefax: 033 2283-6416/6417 E-Mail: investor@bengaltea.com Website: www.bengaltea.com

## POSTAL BALLOT FORM

Postal Ballot No.

1. Name and registered address of the sole/first :  
Named Member (IN BLOCK LETTERS)
2. Name(s) of the Joint Member(s), if any :  
(IN BLOCK LETTERS)
3. Registered Folio Number :  
DP Id/Client ID No.\*  
(\*Applicable to investors holding  
shares in dematerialized form)
4. Number of Share(s) held :
5. I/We, hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated 29<sup>th</sup> July, 2017 of Bengal Tea & Fabrics Limited by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (✓) at the appropriate column below:

Item (Resolution No.)	Description	No. of equity share(s) held	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
1	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for Sale, lease or otherwise dispose of the spinning section at the textile unit of the Company situated at Asarwa Mills, Ahmedabad.			

Place:

Date:

\_\_\_\_\_  
(Signature of Member)

### Electronic Voting Particulars

EVS (E Voting Sequence Number)	User ID	Password

- Note:**
1. Please return duly filed and signed postal ballot form.
  2. Last date for receipt of Postal Ballot Form is Sunday, 10<sup>th</sup> September, 2017 (6.00pm)
  3. Please refer Notes of the Notice of Postal Ballot dated 29<sup>th</sup> July, 2017 for instructions for filing the form and for voting through electronic means.