



CIN : L51909WB1983PLC036542

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

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

**NOTICE
TO THE MEMBERS**

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of the Members of **Bengal Tea & Fabrics Limited** will be held at "Kalakunj", 48, Shakespeare Sarani, Kolkata 700 017 on Saturday, the 11th day of August, 2018 at 10.30 A.M. to transact the following business :

ORDINARY BUSINESS**1. Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date, the Reports of Directors and Auditors thereon, as circulated to the Shareholders and now submitted to this Meeting be and are hereby approved and adopted."

2. Re-appointment of Director retiring by rotation

To appoint a Director in place of Mr. Kailash Prasad Khandelwal (DIN: 00914834) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, offers himself for re-appointment and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Kailash Prasad Khandelwal (DIN: 00914834) who retires by rotation in terms of Section 152 (6) of Companies Act, 2013 and being eligible, has offered himself for re-appointment, be and is hereby reappointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation."

SPECIAL BUSINESS**3. Re-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 a **Special 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: 00402662), Independent Director of the company, whose term of office as an Independent Director is liable to expire on 31st March, 2019 be and is hereby re-appointed as an Independent Director of the Company to hold office for a further period of 5 (five) years and who shall not be 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."

4. Re-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 a **Special 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. Dharendra Kumar (DIN: 00153773), Independent Director of the Company, whose term of office as an Independent Director is liable to expire on 31st March, 2019 be and is hereby re-appointed as an Independent Director of the Company to hold office for a further period of 5 (five) years and who shall not be 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."



NOTICE (Contd.)

5. 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 a **Special 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. Abhijit Datta (DIN: 00790029), Independent Director of the Company, whose term of office as an Independent Director is liable to expire on 31st March, 2019 be and is hereby re-appointed as an Independent Director of the Company to hold office for a further period of 5 (five) years and who shall not be 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. 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.”

6. Sale or disposal of the Company’s bungalow situated at Asarwa House, Dr. Balwantraj Mehta Marg, Shahibaug, Ahmedabad, Gujarat

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and all other applicable provisions 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 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with the Stock Exchange 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 (“Board”), to sell / transfer / dispose off Company’s bungalow situated at Asarwa House, Dr. Balwantraj Mehta Marg, Shahibaug Ahmedabad, Gujarat 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 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 in regard to sale and transfer of all of its assets relating to the Bungalow 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, arranging delivery and execution of contracts, deeds, agreements and instruments, if required.”

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

To consider and if thought fit, to pass 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 read with 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 cost records of the Textile Division of the Company for the financial year ending 31st March, 2019, be paid the remuneration of ₹ 40,000 /- p.a. plus out of pocket expenses and taxes, if any.

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.”



NOTICE (Contd.)

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

To consider and if thought fit, to pass 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 read with 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 cost records of Tea Division of the Company for the financial year ending 31st March, 2019, be paid the remuneration of ₹ 25,000/- p.a. plus out of pocket expenses and taxes, if any.

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.”

Registered Office :

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

Dated : 25th June, 2018

By Order of the Board

Sd/-

SUNITA SHAH

Company Secretary

NOTES :

- A Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 with respect to Item nos. 3 to 8 of the Notice is annexed hereto.**
- 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. As per Secretarial Standard 2, the Proxy-holder are requested to bring Valid Identity proofs (viz., PAN Card, Voter ID Card, Passport, Aadhar Card, Driving License, Bank pass book with attested photograph and signature of the account holder etc.) at the venue of the meeting for identification.**
- The Register of Members and Share Transfer Books of the Company shall remain closed from 5th August, 2018 to 11th August, 2018 (both days inclusive) for the purpose of the 35th Annual General Meeting.
- The Notice of the 35th AGM and Annual Report for the year ended 2017 - 18 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 close of business hours on Friday, 6th July, 2018. Any person who acquires shares and became Member after despatch of Notice and Annual Report can obtain the same by downloading it from the Company's Website : www.bengaltea.com or may request for a copy of the same by writing to the Company at investor@bengaltea.com or the Company's RTA at rta@cbmsl.com
- 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 ID Nos. for easier identification of the attendance at the meeting.
- The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- 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.
- 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.
- Members are requested to intimate immediately change of Address, if any, to the Registrar of the Company, C.B. Management Services (P) Ltd. or the Company.
- 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 the new share certificates are only eligible for demat.**



NOTICE (Contd.)

11. Members holding shares in the physical form and desirous of making/changing nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made there under are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrars and Share Transfer Agent, C. B. Management Services (P) Ltd., who will provide the Form on request.
12. **Members are hereby informed that Securities and 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 (P) Ltd.
13. 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.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank account details by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN and bank account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and bank account details to the Company / C B Management Services (P) Ltd (RTA).
15. **SEBI vide Circular No.SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 has mandated that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository after 5th December, 2018. 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.**
16. 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.
17. Pursuant to the provision of Section 124 (6) read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the "IEPF Rules") as amended, **all shares in respect of which dividend has/have remained unpaid or unclaimed for consecutive seven years the corresponding shares shall also be transferred in the name of Demat Account of IEPF Authority.**
 161550 equity shares against 2775 folios corresponding to the dividend for the year ended on 31st March, 2009 which remained unclaimed for seven consecutive years have been transferred to Demat Account of IEPF Authority.
 Please note that those shareholders whose dividend for the financial year 2010-11 (Final) has remained unpaid / unclaimed, their corresponding shares of the face value of Rs 10/- each, are due to be transferred to Demat Account of IEPF Authority on **6th August, 2018**. All such shareholders are requested to make an application to the Company / Registrar & Share Transfer Agents latest by **20th July, 2018** with a request for claiming the unpaid dividend so that the shares are not transferred to the IEPF.
 Adhering to the various requirements set out in the Rules, the Company has communicated individually to the concerned shareholders whose shares are liable to be transferred to Demat Account of IEPF Authority at their last recorded address with the Company for taking appropriate action. The full details of such shareholders whose unencashed dividends and shares due for transfer has been given on the website of the Company www.bengaltea.com.
18. **Pursuant to the provisions of the Companies Act, 2013 and SS-2 : Secretarial Standard on General Meetings, the Company wishes to inform that no distribution of gift will be made by the Company in connection with the 35th Annual General Meeting.**



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19. **The brief profile of the Directors seeking re-appointment including relevant particulars relating to them is furnished as a part of the Notice as Annexure and in Explanatory Statement, as required under SEBI (Listing Obligations and Disclosure Requirements) {"SEBI (LODR)"} Regulations, 2015.**
20. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors who were appointed in the Annual General Meeting held on 29th July, 2017 and the Branch Auditors who were appointed in the Annual General Meeting held on 9th August, 2014.
21. 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.
22. A copy of the documents referred to in the Notice and accompanying Explanatory Statement will be open for inspection to the Members at the Registered Office of the Company on any working day, between 11 a.m. to 1.00 p.m. except Sundays and Public Holidays from the date hereof upto the date of the AGM, without any fee.
23. **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, as amended by Companies (Management and Administration) Rules, 2015, the Company is pleased to provide its members a facility to exercise their right to vote using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") at the 35th Annual General Meeting (AGM) and the business may be transacted through remote 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 remote 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 remote e-voting website **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 have logged in to **www.evotingindia.com** and voted in 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.



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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will 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 6th July, 2018. 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 in to **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**.
 - 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** 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 on Wednesday, 8th August, 2018 <9.00a.m.> and ends on Friday, 10th August, 2018 <5.00p.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 4th August, 2018 (close of business hours), may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xx) Any person who acquired shares and became Member after dispatch of Notice of 35th AGM and holds shares as of the cut-off date of 4th August, 2018 (close of business hours), may obtain the login ID and password for remote e-voting by sending a request to the Company's RTA at **rt@cbmsl.com**.



NOTICE (Contd.)

- (xxi) A facility for voting through ballot Paper will be made available at the Annual General Meeting venue and the Members attending the meeting who have not cast their vote by remote e-voting can exercise their right during the meeting on 11th August, 2018 between 10.30 A.M. till the conclusion of the meeting.
- (xxii) 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.com under help section or write an email to helpdesk.evoting@cdslindia.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 4th August, 2018 (close of business hours). The Equity Shares held by IEPF do not have any voting rights.
- 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 remote e-voting and voting process to be carried out at the AGM in a fair and transparent manner.
- IV. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the meeting unblock the votes cast through remote e-voting, after counting the votes cast at the meeting in the presence of at least two witnesses not in employment of the Company and make a consolidated scrutinizer's report of the votes cast in favour or against, if any and forward to the Chairman of the AGM.
- V. The Results on resolutions shall be declared 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 Consolidated 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 three 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.
24. **Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 3-8 of the Notice are as under :**

In respect of Item No. 3

Mr. Golam Momen, (DIN : 00402662) aged about 84 years is a Non Executive Independent Director of the Company having a degree of Bachelor of Arts. Mr. Momen is a renowned veteran personality in the Tea Industry having vast knowledge and experience in tea plantation. Mr. Momen, is on the Board of the Company since 05.12.1987 and holds 750 equity shares of the Company. Mr. Momen is not related with any of the Directors on the Board.

Mr. Momen also holds the Directorships/Committee Memberships of the following other companies:

Sl. No.	Name of the Company	Committee Membership*
1.	Williamson Magor & Company Limited	Stakeholders Relationship Committee
2.	Baghmari Tea Company Limited	—
3.	Dover Tea (Private) Limited	—
4.	Apeejay Tea Ltd.	—
5.	Harrisons Malayalam Limited	Audit Committee and Stakeholders Relationship Committee
6.	Kanco Tea & Industries Ltd.	Audit Committee
7.	The Scottish Assam (India) Limited	Audit Committee
8.	White Cliff Holdings (Private) Limited	—
9.	White Cliff Properties (Private) Limited	—
10.	White Cliff Tea (Private) Limited	—
11.	White Cliff Construction Co. Pvt. Limited	—
12.	White Cliff Infrastructure Pvt. Limited	—

*Audit Committee & Shareholders/Investors Grievance Committees are only being considered.



NOTICE (Contd.)

He was appointed as an Independent Director for a period of 5 years at the 31st AGM of the Company held on 9th August, 2014 which is liable to expire on 31st March, 2019. The Board vide its meeting dated 19th May, 2018 has proposed his reappointment as an Independent Director of the Company to hold office for a further period of 5 years on the recommendation of Nomination & Remuneration Committee and who shall not be liable to retire by rotation.

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 (iii) His Consent letter to act as an Independent Director of the Company, if appointed.

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 a further period of 5 years.

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 and vast experience 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 a Special Resolution for approval of the shareholders.

Except Mr. Golam Momen, being appointee, none of the Directors, Key Managerial Personnels or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 3.

In respect of Item No. 4

Mr. Dharendra Kumar, (DIN: 00153773) B.E. (Mech) from New York University, aged about 75 years, has vast experience in the business of Tea and is an eminent personality of Tea Industry. He is a Non Executive Independent Director of the Company. Mr. Kumar is associated with a number of Chambers/Organisations, including Tea Association of India, Indian Tea Association, Calcutta Tea Traders Association, Bharat Chamber of Commerce etc. Mr. Kumar has also held the position of President of Bharat Chamber of Commerce and Tea Association of India. Mr. Kumar is on the Board of the Company since 13.08.2003. He does not hold any share of the Company and is not related to any Directors of the Company.

Mr. Dharendra Kumar also holds the Directorships/Committee Memberships of the following other companies :

Sl. No.	Name of the Company	Committee Membership*
1.	R.D.Tea Limited	—
2.	SIVPL Products Pvt. Ltd.	—
3.	The Scottish Assam (India) Limited	—
4.	Contemporary Polysacks Limited	—
5.	Rukong Tea Estate Pvt. Limited	—
6.	SPBP Tea Plantation Limited	—
7.	Shwetambra Investment & Trading Pvt. Ltd.	—
8.	Rosebud Commercial Company Pvt. Ltd.	—
9.	J. K. Paper Limited	—
10.	Park Tower Investments and Services Private Limited	—

*Audit Committee & Shareholders/Investors Grievance Committees are only being considered.



NOTICE (Contd.)

He was appointed as an Independent Director for a period of 5 years at the 31st AGM of the Company held on 9th August, 2014 which is liable to expire on 31st March, 2019. The Board vide its meeting dated 19th May, 2018 has proposed his reappointment as an Independent Director of the Company to hold office for a further period of 5 years on the recommendation of Nomination & Remuneration Committee and who shall not be liable to retire by rotation.

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.

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 (iii) His Consent letter to act as an Independent Director of the Company, if appointed.

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 a further period of 5 years.

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 and vast experience 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 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 a Special 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, financially or otherwise, in the resolution set out at Item No. 4.

In respect of Item No. 5

Mr. Abhijit Datta, (DIN: 00790029) aged about 68 years is a Post-Graduate in Economics from Calcutta University. He completed both parts of certified Indian Institute of Bankers Examination. He joined State Bank of India as Probationary Officer in the year 1972 and retired from the Bank on 31st May, 2009. During his tenure of 37 years of service in State Bank of India, he was responsible in various executive positions in various capacities in credit, compliance, NRI Services in Los Angeles office of the Bank for around 4 years. He was also responsible as Head of Capital Markets of the SBICAP for some time and was posted as GM (Commercial) at Mumbai H.O. After promotion as CGM he had held the position of Principal in State Bank Staff College at Hyderabad and subsequently held the position of CGM of Chennai Circle of the Bank. He was posted as Deputy Managing Director and Corporate Development Officer at the Corporate Office in Mumbai. He was then posted as Deputy Managing Director and Group Head of Mid Corporate Group of the Bank from where he retired. He joined the Board of Directors of the Company in July, 2009. He does not hold any share of the Company. Mr. Datta is not related to any of the Directors on the Board.

Mr. Datta also holds the Directorships/Committee Memberships of the following other companies:

Sl. No.	Name of the Company	Committee Membership*
1.	Cable Corporation of India Ltd.	Audit Committee
2.	Hubtown Ltd.	Audit Committee
3.	Emami Infrastructure Ltd.	—
4.	Zandu Reality Ltd.	—

*Audit Committee & Shareholders/Investors Grievance Committees only are being considered.



NOTICE (Contd.)

He was appointed as an Independent Director for a period of 5 years at the 31st AGM of the Company held on 9th August, 2014 which is liable to expire on 31st March, 2019. The Board vide its meeting dated 19th May, 2018 has proposed his reappointment as an Independent Director of the Company to hold office for a further period of 5 years on the recommendation of Nomination & Remuneration Committee and who shall not be liable to retire by rotation.

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.

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 of the Companies Act, 2013 (iii) His Consent letter to act as an Independent Director of the Company, if appointed.

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 a further period of 5 years.

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 and vast experience 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 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 a Special Resolution for approval of the shareholders.

Except Mr. Abhijit Datta, being appointee, none of the Directors, Key Managerial Personnels or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 5.

In respect of Item No. 6

Your Company took strategic steps of business restructuring in the earlier years and as a part of that exercise, the Company is proposing to sell / transfer / dispose off company's bunglow situated at Asarwa House, Dr. Balwantrai Mehta Marg, Shahibaug ("property") Ahmedabad, Gujarat.

The Board of Directors of the Company, at its meeting held on 25th June, 2018 decided to sell / transfer / dispose off the Company's property including the land on an "as is where is" basis subject to the approval of the members. The net proceeds from the sale will be utilized for the future growth in the existing lines of business of the Company. The sale/transfer/disposal of the aforesaid property is conditional inter alia upon passing of the Special Resolution by the shareholders of your Company and receipt of all the required approvals.

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

None of the Directors, Key Managerial Personnels or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

In respect of Item No. 7

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 on 19th May, 2018 to conduct the audit of the cost records of the Textile Division of the Company for the financial year ending on 31st March, 2019.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, a remuneration of ₹ 40,000/- p.a. plus out of pocket expenses and taxes, if any, payable to the Cost Auditors has to be approved by the shareholders



NOTICE (Contd.)

of the Company. Accordingly, consent of the members is being sought for passing an Ordinary Resolution for approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

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, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

In respect of Item No. 8

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 on 19th May, 2018 to conduct the audit of the cost records of the Tea Division of the Company for the financial year ending on 31st March, 2019.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, a remuneration of ₹ 25,000/- p.a. plus out of pocket expenses and taxes, if any, payable to the Cost Auditors has to be approved by the shareholders of the Company. Accordingly, consent of the members is being sought for passing an Ordinary Resolution for approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

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

None of the Directors, Key Managerial Personnels or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Registered Office :

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

Dated : 25th June, 2018

By Order of the Board

Sd/-

SUNITA SHAH

Company Secretary

Annexure to Notice of 35th Annual General Meeting

Brief Profile of Mr. Kailash Prasad Khandelwal, Director seeking re-appointment

Mr. Kailash Prasad Khandelwal, (DIN: 00914834) aged about 62 years, is a Commerce Graduate with Honours having experience of over 44 years in the Tea Industry. Mr. Khandelwal is associated with the Company since its inception. He is also the Whole time Director of the Company. He is a Member of Share Transfer Sub-committee of the Company. Mr. Khandelwal is not related with any of the Directors on the Board.

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. He retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. A brief resume, experience and functional expertise and membership on various Board and Committee for Mr. Khandelwal, proposed to be re-appointed at Serial No. 2 of the Notice convening the 35th Annual General Meeting, as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) {"SEBI (LODR)"} Regulations, 2015 are furnished below:

Date of Birth	05.08.1955
Date of first appointment	09.11.2013
Qualification	Commerce Graduate with Honours
Experience in specific functional areas	44 years in the Tea Industry
Directorship in other Companies apart from this company	1. AKV Textiles Limited.
*Chairman/Member of the Committee in which he is a Director apart from this company	Nil
Shares of the company held by him Equity : a) Own b) Beneficiary basis	Nil Nil

*Only Audit Committee & Shareholders/Investors Grievance Committees are being considered.

BENGAL TEA & FABRICS LTD.



CIN : L51909WB1983PLC036542
Registered Office : Century Tower, 45, Shakespeare Sarani, 4th Floor, Kolkata 700 017
Telefax Nos.: 91-033-2283-6416/17; E-mail : investor@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 35th Annual General Meeting of the Company to be held on Saturday, 11th August, 2018 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.	Re-appointment of Mr. Kailash Prasad Khandelwal, Director, retiring by rotation		
	Special Business		
3.	Re-appointment of Mr. Golam Momen as an Independent Director		
4.	Re-appointment of Mr. Dharendra Kumar as an Independent Director		
5.	Re-appointment of Mr. Abhijit Datta as an Independent Director		
6.	Sale or disposal of the Company's bunglalow situated at Asarwa House, Dr. Balwantrai Mehta Marg, Shahibang, Ahmedabad, Gujarat.		
7.	Fixation of Remuneration of Cost Auditors for the Textile Division		
8.	Fixation of Remuneration of Cost Auditors for the Tea Division		

Signed this _____ day of _____ 2018.

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

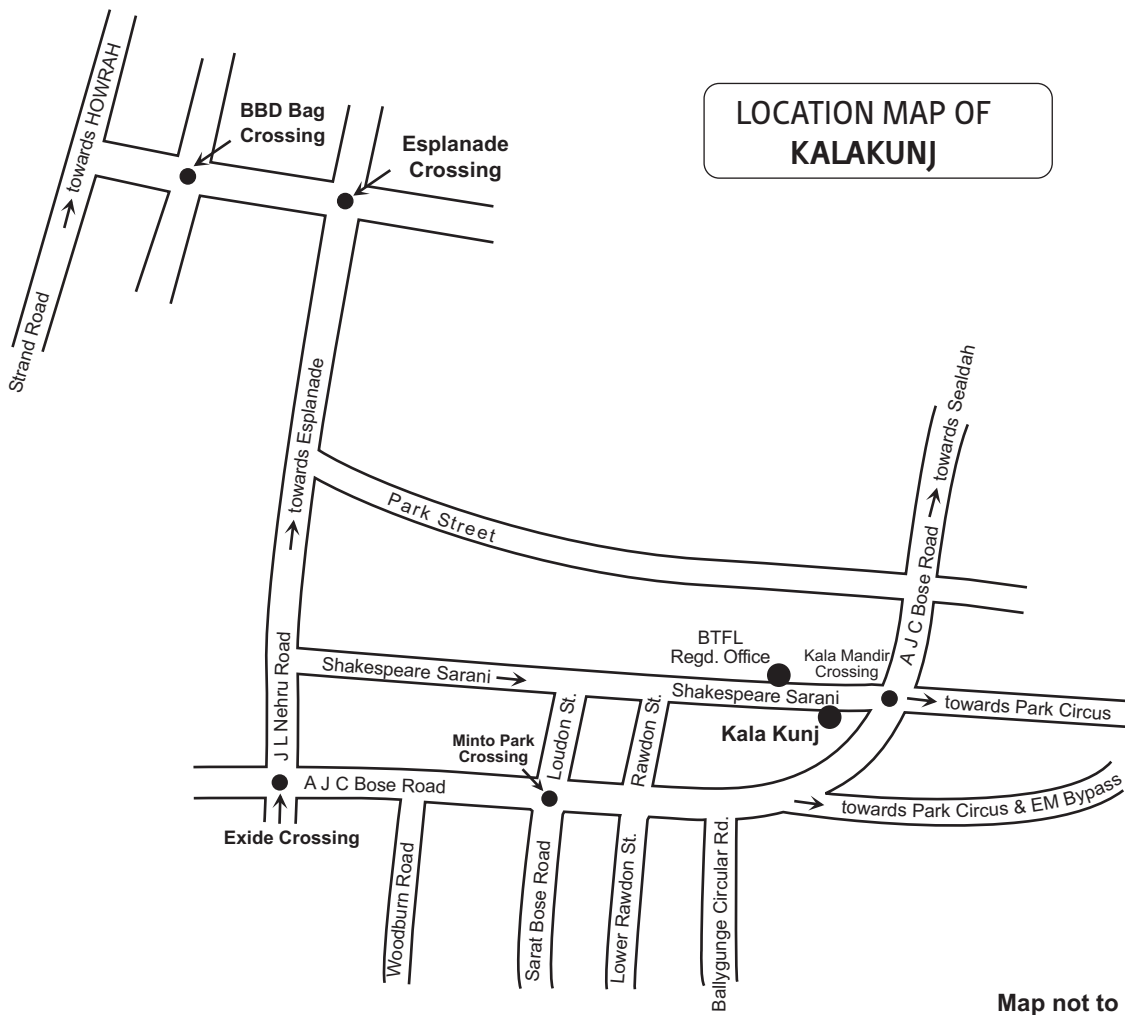
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Revenue
Stamp

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.

- For the text of the Resolutions, Explanatory Statement & Notes, please refer to the Notice convening the 35th Annual General Meeting dated 25th June, 2018.
- *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.
- Please complete all details including details of member (s) in above box before submission.



35th Annual General Meeting of the Company
Date & Time : Saturday, 11th August, 2018 at 10:30 a.m.
Venue : Kalakunj, 48, Shakespeare Sarani, Kolkata – 700 017





BENGAL TEA & FABRICS LIMITED

CIN: L51909WB1983PLC036542

Regd. Office: Century Towers, 4th Floor, 45, Shakespeare Sarani, Kolkata – 700 017
Telefax: +91 33 2283-6416/6417, E-Mail: investor@bengaltea.com Website: www.bengaltea.com

ATTENDANCE SLIP 35th ANNUAL GENERAL MEETING

Name of the sole/ first named Member(s) :
Registered Address of sole/first named member :
Registered Folio No./ DP ID & Client ID No. :
No. of Shares held :

I/We hereby record my/our presence at the 35th Annual General Meeting of the Company held on Saturday, 11th August, 2018 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 Annual Report. Proxies are requested to carry a valid ID Proof for verification at the time of Attendance.

.....Please cut here and bring the above Attendance Slip to the Meeting Hall.....

REMOTE E-VOTING PARTICULARS

Dear Shareholder,

Sub: Process and manner for availing remote e-voting facility

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended the Company is pleased to provide its members a facility to cast their votes using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") in relation to the business to be transacted at the 35th Annual General Meeting of the Company to be on held on Saturday, 11th August, 2018 at 10.30 A.M. The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide remote e-voting facilities. The Notice of the AGM of the Company inter-alia, indicating the process and manner of remote e-voting along with printed Attendance Slip and Proxy form can be downloaded from the link <https://www.evoting.cdsl.com> or www.bengaltea.com.

The remote e-voting particulars are set out below.

EVSN (Remote e-Voting Sequence number)	USER ID	PAN/SEQUENCE NO.

The remote e-voting facility will be available during the following voting period.

Commencement of remote e-voting	End of remote e-voting
8th August, 2018 from 9.00 am	10th August, 2018 till 5.00 pm

Please read the instructions given at point no. 23 of the Notice to 35th Annual General Meeting of the Company dated 25th June, 2018 carefully before availing remote e-voting facilities.