



NOTICE

NOTICE is hereby given that the 37th Annual General Meeting (AGM) of the Members of Bengal Tea & Fabrics Limited will be held on Tuesday, the 15th day of September, 2020 at 11.00 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), 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, 2020 and 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, 2020 including the Audited Balance Sheet as at 31st March, 2020, 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. Samveg A. Lalbhai (DIN: 00009278) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Samveg A. Lalbhai (DIN: 00009278) 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. Navin Nayar as an Independent Director of the Company

To consider and if thought fit, to pass 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 modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Navin Nayar (DIN: 00136057), Independent Director of the company, whose term of office as an Independent Director is liable to expire on 31st March, 2021 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. Navin Nayar be paid such fees, remuneration and commission as the Board may approve and subject to such limits, as may be prescribed from time to time.”

4. Re-appointment of Mr. Ashutosh Bhagat as an Independent Director of the Company

To consider and if thought fit, to pass 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. Ashutosh Bhagat (DIN: 00059842), Independent Director of the company, whose term of office as an Independent Director is liable to expire on 31st March, 2021 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. Ashutosh Bhagat be paid such fees, remuneration and commission as the Board may approve and subject to such limits, as may be prescribed from time to time.”

5. Fixation of Remuneration of Cost Auditors of the Textile Division of the Company

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 the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s N.D.Birla & Co., (Firm Regn. No. 000028) appointed by Board of Directors of the Company as the Cost Auditors for the



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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, 2021, be paid a remuneration of ₹. 40000 /-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.”

6. Fixation of Remuneration of Cost Auditors of the Tea Division of the Company

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 the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. D. Radhakrishnan & Co., (Firm Regn. No. 000018) appointed by Board of Directors of the Company as the Cost Auditors of the Tea Division of the Company, to conduct the audit of cost records of Tea Division of the Company for the financial year ending 31st March, 2021, 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: 31st July, 2020

By Order of the Board
For **Bengal Tea & Fabrics Limited**
Sd/-
Sunita Shah
Company Secretary
(Membership no.: F8495)

NOTES :

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) with respect to item nos. 3 to 6 of the Notice is annexed hereto and forms part of this Notice.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the “AGM” through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company will be held through VC / OAVM where physical attendance of Members has been dispensed with. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Central Depository Services (India) Limited (“CDSL”).
3. ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC/OAVM. IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and vote.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL (“Depositories”). Members may note that the Notice and Annual Report for the financial year 2019-20 will also be available on the Company’s Website www.bengaltea.com, Website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
8. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first-come-first-served basis. However, this restriction shall not apply to large Shareholders (Shareholders holding 2% or more shareholding), Promoters,



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Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

9. 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 Regulation 26 and 36 of Listing Regulations.
10. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be made available for inspection through electronic mode on the website of the Company for inspection by the Members. All documents referred to in the accompanying explanatory statement are available for inspection upto the date of the AGM on the website of the Company at the weblink: www.bengaltea.com.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from 9th September, 2020 to 15th September, 2020 (both days inclusive) for the purpose of the 37th Annual General Meeting.
12. The Notice of the 37th AGM and the Annual Report for the year ended 2019-20 is being emailed 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 7th August, 2020 and whose email ids are available. Any person who acquires shares and became Member after the aforesaid date, can obtain the same by downloading it from the Company's Website: www.bengaltea.com or may request for the same by writing to the Company at investor@bengaltea.com or the Company's RTA at rta@cbmsl.com
13. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013 and 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 in electronic mode.
14. 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.
15. Members are requested to intimate immediately change of email address, change of correspondence Address, telephone no, mobile no., PAN Mandate, Nominations, bank details etc., if any, to the Registrar of the Company, C.B. Management Services (P) Ltd. or the Company at the above mentioned & email address with a signed copy of the supporting documents.
16. 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.
17. 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.
18. 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 instruments. 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.
19. 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).
20. As mandated by SEBI, effective from April 1, 2019, 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 dematerialized form with a depository. 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.
21. 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 Investor Education and Protection Fund (IEPF) on expiry of 7 years from the date of transfer of dividend amount to unclaimed dividend account.



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22. 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.

37939 equity shares against 632 folios corresponding to the dividend for the year ended on 31st March, 2013 which remained unclaimed for seven consecutive years will be transferred to Demat Account of IEPF Authority.

Please note that those shareholders whose dividend for the financial year 2012-13 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 8th September, 2020. All such shareholders are requested to make an application to the Company / Registrar & Share Transfer Agents latest by 2nd September, 2020 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 are due for transfer has been given on the website of the Company www.bengaltea.com.

23. Procedure for registering the email addresses and obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories/ Company/ RTA – Members are requested to inform their correct email address, if any, to the Depositories participant (DP) , if shares held in demat form; and to our Registrars by sending a signed request letter to C B Management Services Pvt. Ltd., RTA at rta@cbmsl.com providing your folio no, name, scanned copy of share certificate (front and back), self attested copy of PAN card and any address proof (aadhaar card, voter id proof, driving license, bank passbook particulars, latest electricity bill/telephone bill) or by visiting Website namely www.cbmsl.com/green.php, if shares held in physical form.

24. I. INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. INSTRUCTIONS FOR REMOTE E-VOTING

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 “remote e-voting” at the 37th Annual General Meeting (AGM) and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for remote 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 no. 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.



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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 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. 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 12th September, 2020 <9.00a.m.> and ends on 14th September, 2020 <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 8th September, 2020 (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 37th AGM and holds shares as on the cut-off date of 8th September, 2020 (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 rta@cbmsl.com
- (xxi) 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 or call 1800225533.



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All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

B. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting facility available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
 3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. The shareholders who have queries may send their queries in advance atleast 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@bengaltea.com. These queries will be replied to by the company suitably by email.
 6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@bengaltea.com. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 7. Shareholders shall be provided with a 'queue number' before the AGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as above.
- 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 8th September, 2020 (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 the Scrutinizers 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 48 Hours 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 48 hours 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.



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25. Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 3-6 of the Notice are as under:

In respect of Item No. 3

Mr. Navin Nayar, (DIN: 00136057) aged 57 years is a Commerce graduate and a Fellow member of the Institute of Chartered Accountants of India. He is a senior partner of M/s Navin Nayar & Company, Chartered Accountants and has over 32 years of experience in the fields of audit, taxation and financial services. Mr. Navin Nayar, was inducted on the Board of the Company w.e.f. 10th May, 2014. He is a Member of Audit Committee of the Company. He does not hold any shares of the Company. He is not related with any of the Directors on the Board.

Mr. Nayar held the Directorships/Committee Memberships of the following other companies as on 31st March, 2020:

Sl No	Name of the Company	Committee Membership*
1.	Amar Vanijya Ltd.	Member of Audit Committee
2.	Cheviot Co. Ltd.	Chairman of Audit Committee
3.	Kanco Tea & Industries Ltd.	Chairman of Audit Committee
4.	OCL Investment & Leasing Ltd.	–
5.	Cosmopolitan Investments Ltd.	–
6.	Duncan International (India) Ltd.	–
7.	JSVM Plywood Industries Limited	–
8.	Crest Holdings Pvt. Ltd.	–
9.	Skyview Investments Pvt. Ltd.	–
10.	Nidhi Private Ltd.	–
11.	Winnow Investments and Securities Pvt. Ltd.	–

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

Mr. Nayar was appointed as an Independent Director for a period of 5 years at the 33rd AGM of the Company held on 1st August, 2016 which is liable to expire on 31st March, 2021. Considering his qualification, experience, expertise and performance, the Board vide its meeting dated 31st July, 2020 has proposed his re-appointment 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. Navin Nayar, 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. Navin Nayar being eligible and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for a further period of 5 years.

In the opinion of the Board of Directors, Mr. Navin Nayar, 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. Nayar 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 read with the relevant 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. Navin Nayar, 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. Ashutosh Bhagat, (DIN:00059842) aged about 46 years having an experience of over 22 years is a Honours Graduate from St. Xavier's College, Kolkata. Mr. Ashutosh Bhagat was inducted on the Board of the Company w.e.f. 10th May, 2014. He is presently posted as Joint Chief Executive Officer of The Naihati Jute Mills Co. Ltd. He is also serving as the Deputy Chairman of Indian Jute Mills Association. He does



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not hold any shares of the Company. Mr. Bhagat is not related with any of the Directors on the Board. Mr. Bhagat held the Directorships of the following other companies as on 31st March, 2020:

Sl No	Name of the Company	Committee Membership*
1.	Ginni Securities Limited	–
2.	Ginni Financial Services Limited	–
3.	Ginni Reality Projects Private Limited	–
4.	Narottamka Commercial Co. Pvt. Ltd.	–
5.	Vedant Farms Private Ltd.	–
6.	Ashutosh Spinners Pvt. Ltd.	–
7.	Loch Lomond Lodge Private Ltd.	–
8.	Kirtivardhan Finvest Services Ltd	–
9.	Lotus Enclave Pvt. Ltd.	–
10.	Indian Jute Mills Association	–
11.	Ambuja Educational Institute	–
12.	Aurangabad Auto Engineering Pvt. Ltd.	–

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

Mr. Bhagat was appointed as an Independent Director for a period of 5 years at the 33rd AGM of the Company held on 1st August, 2016 which is liable to expire on 31st March, 2021. Considering his experience, expertise and performance, the Board vide its meeting dated 31st July, 2020 has proposed his re-appointment 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. Ashutosh Bhagat, 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. Ashutosh Bhagat being eligible and offering himself for re-appointment is proposed to be re-appointed as an Independent Director for a term of five consecutive years.

In the opinion of the Board of Directors, Mr. Ashutosh Bhagat, 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. Bhagat 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 read with the relevant rules.

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

Except Mr. Ashutosh Bhagat, being appointee, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 4.

In respect of Item No. 5

M/s N.D.Birla & Co., (Firm Regn. No. 000028), Cost Accountants have been conducting the Cost Audit for the Textile Division of the Company from last few years. 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 31st July, 2020 to conduct the audit of the cost records of the Textile Division of the Company for the financial year ending on 31st March, 2021.

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 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, 2021.

Your Directors recommend the resolution to be passed as an 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. 5 of the Notice.



NOTICE (Contd.)

In respect of Item No. 6

M/s. D. Radhakrishnan & Co., (Firm Regn. No. 000018), Cost Accountants have been conducting the Cost Audit for the Tea Division of the Company from last few years. 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 31st July, 2020 to conduct the audit of the cost records of the Tea Division of the Company for the financial year ending on 31st March, 2021.

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, 2021.

Your Directors recommend the resolution to be passed as an 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. 6 of the Notice.

Registered Office:
Century Towers, 4th Floor
45, Shakespeare Sarani
Kolkata-700 017
Dated: 31st July, 2020

By Order of the Board
For **Bengal Tea & Fabrics Limited**
Sd/-
Sunita Shah
Company Secretary
(Membership no.: F8495)

ANNEXURE TO NOTICE OF 37th ANNUAL GENERAL MEETING

Brief Profile of Mr. Samveg A. Lalbhai, Non Executive Director seeking re-appointment

Mr. Samveg A. Lalbhai, Non executive Director of the Company, aged about 58 years retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. He has about 38 years of vast experience in the business of Textiles and is an eminent personality of Textile Industry. Mr. Lalbhai is a Managing Director of Atul Limited since December 2001. Mr. Lalbhai is associated with a number of Chambers/Organisations, including Indian Cotton Mills Federation, Gujarat Chamber of Commerce & Industries, Ahmedabad Textile Mills Association, Ahmedabad Textile Industries and Research Association etc.

Mr. Lalbhai is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013. The Company has received the requisite Form DIR-8 from him in terms of Section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 confirming his eligibility. A brief resume, experience and functional expertise and membership on various Board and Committee for Mr. Samveg A. Lalbhai, proposed to be re-appointed at Serial No. 2 of the Notice convening the 37th Annual General Meeting, as per the provisions of Listing Regulations are furnished below:

Date of Birth	04.06.1961
Date of first appointment	06.05.2004
Qualification	Graduate in Commerce from Gujarat University
Experience in specific functional areas	38 years of vast experience in the business of Textiles and an and is an eminent personality of Textile Industry
Directorship in other Companies apart from this company	1. Atul Ltd. 2. The Anup Engineering Ltd. 3. Arvind Overseas (M) Ltd. 4. Arvind Farms Pvt. Ltd. 5. National Design Business Incubator 6. Arvind Worldwide Inc. USA 7. Arvind Worldwide (M) Inc.
*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	Nil
b) Beneficiary basis	Nil

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