



Bengal Tea & Fabrics Limited

CIN. L51909WB1983PLC036542

Registered Office :

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

Telefax : 91-33 2283 6416/6417, e-mail : mail@bengaltea.com

Website : www.bengaltea.com



ISO 22000 : 2018
ISO 9001 : 2015



CB-045-FSMS
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9th August, 2024

BTFL/SE/2024-25/ Reg. 44

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

Dear Sir,

Sub: Outcome of 41st Annual General Meeting and Voting Results

The 41st Annual General Meeting of the Company was held on Friday, the 9th day of August, 2024 at 11.00 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and all the matters pertaining to the Notice dated 30th May, 2024 were transacted. In this regard, please find the following:

1. Summary of proceedings of the 41st AGM under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Details of the voting results on resolutions passed at the 41st Annual General Meeting of the Company are enclosed pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,
3. The Report of the Scrutinizers dated 9th August, 2024 pursuant to Section 108 of the Companies Act, 2013 read with the relevant Rules is being enclosed.
4. Declaration of Results

We further inform that all the Resolutions placed at the aforesaid Annual General Meeting of the Company in terms of Notice dated 30th May, 2024 have been passed by the members of the Company with requisite majority. The said details are also being uploaded on the Company's website www.bengaltea.com and National Securities Depository Limited's website www.evoting.nsdl.com

Kindly acknowledge and take the same on record.

Thanking You,

Yours faithfully,

For Bengal Tea & Fabrics Limited

Sunita Shah
Company Secretary
(Membership no.: F8495)



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SUMMARY OF PROCEEDINGS AT THE 41ST ANNUAL GENERAL MEETING

The 41st Annual General Meeting (AGM) of the Members of **Bengal Tea & Fabrics Limited** held on Friday, the 9th day of August, 2024 at 11.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The Meeting was held in compliance with Ministry of Corporate Affairs (MCA) General Circular dated 5th May, 2020, 8th April, 2020, and 25th September, 2023 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated 12th May, 2020 and 7th October, 2023 and other applicable provisions of the Companies Act, 2013.

Total 66 Members attended the AGM as per the records of the attendance.

The AGM started at 11.00 a.m. and concluded at 11.41 a.m.

Mrs. Sunita Shah, Company Secretary welcomed the members and informed that Mr. Adarsh Kanoria, Chairman of the Board would Chair the Annual General Meeting as per Article 95 of the Articles of Association.

Mr. Adarsh Kanoria greeted the Members and chaired the proceedings at the AGM. As the requisite quorum were present, the Chairman called the Meeting to order. The Chairman introduced the Directors present at the AGM through VC/OAVM from various locations. All the directors including the Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee were present at the AGM. He further informed that the representative of Mr. Manoj Kr. Jain of M/s Jain & Co., Statutory Auditors, Mrs. Swati Bajaj of M/s Bajaj, Todi & Associates, Secretarial Auditors and the Scrutinizer, the Chief Financial Officer were also present at the AGM through VC/OAVM.

He then informed that the registers and documents, as statutorily required, were available and shall remain accessible to the members for inspection in electronic mode, during the AGM.

The Chairman then delivered his speech highlighting the financial performance and the future prospects of the Company.

The Notice dated 30th May, 2024 convening the 41st AGM was taken as read with the consent of the Members present. The Chairman mentioned that since there were no qualifications, observations or other remarks made by the Statutory Auditors in the Audit Report and by the Secretarial Auditor in the Secretarial Audit Report for the financial year ended 31st March, 2024 the same were not required to be read.

The Chairman informed the members that the Company had provided remote e-voting facility to the members as on the cut-off date of 2nd August, 2024 (End of Day) to vote on the items mentioned in the Notice dated 30th May, 2024 convening the 41st Annual General Meeting of the Company from 6th August, 2024 (9.00 A.M.) to 8th August, 2024 (5.00 P.M.) Further a facility for e-voting was made available to all those Members present at the AGM through VC/OAVM who did not cast their votes through remote e-voting, in respect of the businesses transacted at the Meeting.



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The following business items as set out in the Notice dated 30th May, 2024 were transacted:

Ordinary Business	
Item No. 1:	Adoption of Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31 st March, 2024 as an Ordinary Resolution
Item No. 2:	Declaration of Dividend of Re.1/- per equity share of the Company for the financial year ended 31 st March, 2024 as an Ordinary Resolution
Item No. 3:	Re- appointment of Mrs. Shubha Kanoria (DIN: 00036489), Director retiring by rotation as an Ordinary Resolution
Special Business	
Item No. 4:	Fixation of Remuneration of M/s. D. Radhakrishnan and Co. (Firm Regn. No. 000018) as Cost Auditors for the Tea Division of the Company as an Ordinary Resolution

The Members who had registered themselves as Speakers and were attending the Meeting through VC / OAVM, were invited by the Chairman to put forward their queries/views on the Reports and Financial Statements of the Company for the financial year ended 31st March, 2024 and/or on the Agenda Items. The Members shared their views and also sought information/clarifications on the Annual Accounts for the financial year ended 31st March, 2024 of the Company. The Chairman responded to the queries suitably.

The Chairman informed the Members that the Consolidated Results along with the Scrutinizer's report would be placed on the Company's website www.bengaltea.com and on the website of NSDL within 48 hours of conclusion of the AGM. The results would also be communicated to BSE Limited where the shares of the Company are listed.

The Chairman expressed his gratitude to all the stakeholders and the Members for their participation at the meeting. The Meeting ended with a vote of thanks to the Chair.

All the Resolutions for consideration at the 41st AGM in respect of the items set out in the Notice dated 30th May, 2024, have been passed by the Members by requisite majority through remote e-voting and e-voting during the AGM.

General information about company	
Scrip code	532230
NSE Symbol	
MSEI Symbol	
ISIN	INE665D01016
Name of the company	BENGAL TEA & FABRICS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	09-08-2024
Start time of the meeting	11:00 AM
End time of the meeting	11:41 AM

Scrutinizer Details	
Name of the Scrutinizer	SWATI BAJAJ
Firms Name	M/S BAJAJ TODI & ASSOCIATES
Qualification	CS
Membership Number	CP NO 3502, MEMBERSHIP NO -ACS 13216
Date of Board Meeting in which appointed	30-05-2024
Date of Issuance of Report to the company	09-08-2024

Voting results	
Record date	02-08-2024
Total number of shareholders on record date	6090
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	61
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31st March 2024.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6608712	6608712	100	6608712	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6608712	6608712	100	6608712	0	100
Public- Institutions	E-Voting	193955	2630	1.356	2630	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		193955	2630	1.356	2630	0	100
Public- Non Institutions	E-Voting	2203318	506674	22.996	506464	210	99.9586	0.0414
	Poll							
	Postal Ballot (if applicable)							
	Total		2203318	506674	22.996	506464	210	99.9586
Total		9005985	7118016	79.0365	7117806	210	99.997	0.003
Whether resolution is Pass or Not.				Yes				
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend of Re. 1.00 per equity share for the financial year ended 31st March, 2024.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6608712	6608712	100	6608712	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6608712	6608712	100	6608712	0	100
Public- Institutions	E-Voting	193955	2630	1.356	2630	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		193955	2630	1.356	2630	0	100
Public- Non Institutions	E-Voting	2203318	506674	22.996	506464	210	99.9586	0.0414
	Poll							
	Postal Ballot (if applicable)							
	Total		2203318	506674	22.996	506464	210	99.9586
Total		9005985	7118016	79.0365	7117806	210	99.997	0.003
Whether resolution is Pass or Not.				Yes				
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mrs. Shubha Kanoria (DIN: 00036489) Director, retiring by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6608712	6608712	100	6608712	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6608712	6608712	100	6608712	0	100
Public- Institutions	E-Voting	193955	2630	1.356	2630	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		193955	2630	1.356	2630	0	100
Public- Non Institutions	E-Voting	2203318	506674	22.996	506464	210	99.9586	0.0414
	Poll							
	Postal Ballot (if applicable)							
	Total		2203318	506674	22.996	506464	210	99.9586
Total		9005985	7118016	79.0365	7117806	210	99.997	0.003
Whether resolution is Pass or Not.				Yes				
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Fixation of Remuneration of D. Radhakrishnan and Co. (Firm Regn. No. 000018) as Cost Auditors for the Tea Division of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6608712	6608712	100	6608712	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6608712	6608712	100	6608712	0	100
Public- Institutions	E-Voting	193955	2630	1.356	2630	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		193955	2630	1.356	2630	0	100
Public- Non Institutions	E-Voting	2203318	506674	22.996	506464	210	99.9586	0.0414
	Poll							
	Postal Ballot (if applicable)							
	Total		2203318	506674	22.996	506464	210	99.9586
Total		9005985	7118016	79.0365	7117806	210	99.997	0.003
Whether resolution is Pass or Not.				Yes				
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

225D, A. J. C. Bose Road
Kolkata -700020, West Bengal, India
Tel: +91 33 22809045 Email: ps@bajajtodi.in

To,

The Chairman of the 41st Annual General Meeting of the Members of
Bengal Tea & Fabrics Limited (the Company)
held on 09-August-2024 at 11:00 A.M.
through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Dear Sir,

1. I, Swati Bajaj, Partner, M/s. Bajaj Todi & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the voting and remote e-voting process, in a fair and transparent manner, and ascertaining the results remote e-voting and e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice for the 41st Annual General Meeting (AGM) of the members of the Company held on 09-August-2024 through VC/OAVM.
2. The Management of the Company is responsible for ensuring the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting at the AGM on the resolutions contained in the Notice for the 41st AGM of the members of the Company.
3. My responsibility as a Scrutinizer, for the voting and remote e-voting process, is restricted to
 - a. Conducting the voting at the AGM, as provided in sub-rule (1) of rule 21 of the Rules as applicable, after the end of the discussions on all the resolutions and
 - b. to make a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on:
 - i. the reports generated from the E-voting system as provided by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company to provide E-voting facility.
 - ii. Voting conducted at the AGM, e-voting facility provided by NSDL
4. Further to the above, I submit my report as under:-
 - i) The e-voting period remained open from Tuesday, 06-August-2024 (9.00 am) and ended on Thursday, 08-August-2024 (5:00 p.m.).
 - ii) The members of the Company as on the "cut-off" date i.e. 02-August-2024 were entitled to vote on the resolutions (item nos. 01 to 04) as set out in the Notice dated 30-May 2024, of the AGM of the members of the Company.
 - iii) The members who were present at the AGM but had not cast their votes by availing the remote e-voting facility, also voted at the end of the discussions at the AGM, by using E-Voting facility.
 - iv) Immediately after the conclusion of voting at the AGM, the votes cast through remote e-voting and E-voting at AGM were unblocked and counted.



BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

225D, A. J. C. Bose Road
Kolkata -700020, West Bengal, India
Tel: +91 33 22809045 Email: ps@bajajtodi.in

- v) Thereafter, the voting pattern of the resolutions that were put to vote at the AGM, have been generated by consolidating the E-voting prior to and during the AGM and are as under:

Total Nos of <u>valid</u> Folios that have cast their vote		:	67
<i>Breakup:</i>			
<i>Through remote e-voting</i>	61		
<i>E-Voting at the AGM</i>	06		
Total No of Shares representing the 67 <u>valid folios</u> that have voted		:	71,18,016
<i>Breakup:</i>			
<i>Through remote e-voting</i>	71,17,953		
<i>E-Voting at the AGM</i>	63		

Item No. 1:-

Ordinary Resolution for adoption of Audited Financial Statement of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	7117743	63	7117806	99.997
Number of votes cast against	210	0	210	0.003
Number of votes that abstained	0	0	0	0.000
Total	7117953	63	7118016	100.000

Item No. 2:-

Ordinary Resolution to declare Dividend of Re.1/- per equity share of the Company for the financial year ended 31st March, 2024

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	<i>through remote E-voting</i>	<i>Voting at AGM</i>		
Number of votes cast in favour	7117743	63	7117806	99.997
Number of votes cast against	210	0	210	0.003
Number of votes that abstained	0	0	0	0.000
Total	7117953	63	7118016	100.000



BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

225D, A. J. C. Bose Road
Kolkata -700020, West Bengal, India
Tel: +91 33 22809045 Email: ps@bajajtodi.in

Item No. 3:-

Ordinary Resolution for re-appointment of Mrs. Shubha Kanoria (DIN: 00036489), Director retiring by rotation

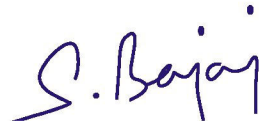
Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	7117743	63	7117806	99.997
Number of votes cast against	210	0	210	0.003
Number of votes that abstained	0	0	0	0.000
Total	7117953	63	7118016	100.000

Item No. 4:-

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

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	7117743	63	7117806	99.997
Number of votes cast against	210	0	210	0.003
Number of votes that abstained	0	0	0	0.000
Total	7117953	63	7118016	100.000

For **Bajaj Todi & Associates**
(a Peer reviewed Firm)



Swati Bajaj, Partner
M. No: A13216 C.P.No. 3502
ICSI Firm Registration Number: P2020WB081300
Peer Review Cert No.: 5703/2024

Place : Kolkata
Date : 09-August-2024





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CIN. L51909WB1983PLC036542

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Voting Results and Outcome of 41st Annual General Meeting

The 41st Annual General Meeting ("AGM") of the Members of Bengal Tea & Fabrics Limited was held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in compliance with Ministry of Corporate Affairs (MCA General Circular No. 20/2020 dated 5th May, 2020 read with General Circulars No. 14/2020 dated 8th April, 2020, and no. 09/2023 dated 25th September, 2023 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated 12th May, 2020 and 7th October, 2023 (collectively referred to as 'SEBI Circulars') and other applicable provisions of the Companies Act, 2013. The Company had provided remote e-voting facility to the members as on the cut-off date of 2nd August, 2024 (End of Day) from 6th August, 2024 (9.00 A.M.) to 8th August, 2024 (5.00 P.M.) and e-voting facility to all those Members present at the AGM through VC/OAVM who did not cast their votes through remote e-voting, to transact the business mentioned in the Notice of the 41st AGM dated 30th May, 2024. The Results of the Voting on the basis of the Consolidated Scrutinizer's Report issued by Mrs. Swati Bajaj (CP.No.3502, ACS: 13216) partner of M/s Bajaj, Todi & Associates, Scrutinizers are as follows:

Resolution Nos. as given in the Notice of 41 st Annual General Meeting	No of Shares					Results declared
		Through remote E-voting	voting at AGM	Total No of Shares	% based on total votes cast	
Ordinary Business						
1. Ordinary Resolution for Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended 31 st March, 2024	Number of Votes casts in favour	7117743	63	7117806	99.997	Approved by requisite majority
	Number of Votes cast against	210	0	210	0.003	
	Number of votes that abstained	0	0	0	0.000	
	Total	7117953	63	7118016	100.000	
2. Ordinary Resolution for Declaration of Dividend of Re 1/- per equity share of the Company for the financial year ended 31 st March, 2024	Number of Votes casts in favour	7117743	63	7117806	99.997	Approved by requisite majority
	Number of Votes cast against	210	0	210	0.003	
	Number of votes that abstained	0	0	0	0.000	
	Total	7117953	63	7118016	100.000	

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3. Ordinary Resolution for Re-appointment of Mrs. Shubha Kanoria (DIN: 00036489), Director retiring by rotation	Number of Votes casts in favour	7117743	63	7117806	99.997	Approved by requisite majority
	Number of Votes cast against	210	0	210	0.003	
	Invalid Votes Number of votes that abstained	0	0	0	0.000	
	Total	7117953	63	7118016	100.000	
Special Business						
4. Ordinary Resolution for Fixation of Remuneration of M/s D. Radhakrishnan and Co. (Firm Regn. No. 000018) as the Cost Auditors of the Tea Division of the Company	Number of Votes casts in favour	7117743	63	7117806	99.997	Approved by requisite majority
	Number of Votes cast against	210	0	210	0.003	
	Number of votes that abstained	0	0	0	0.000	
	Number of Votes casts in favour	7117953	63	7118016	100.000	

Yours faithfully
For Bengal Tea & Fabrics Limited

Adarsh Kanoria
(DIN: 00027290)
Managing Director

Place: Kolkata
Date: 09.08.2024