



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
CB-045-QMS



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 41st 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

Place: Kolkata
Date: 09.08.2024

Yours faithfully
For Bengal Tea & Fabrics Limited

Adarsh Kanoria
(DIN: 00027290)
Managing Director

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.



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Practising Company Secretaries

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- 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
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Item No. 3:-

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

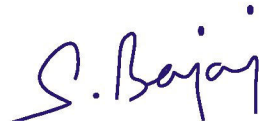
Particulars	No of Shares		Total No of Shares	% based on total votes cast
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Number of votes cast in favour	7117743	63	7117806	99.997
Number of votes cast against	210	0	210	0.003
Number of votes that abstained	0	0	0	0.000
Total	7117953	63	7118016	100.000

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
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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

