



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



8th May, 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 Postal Ballot and Voting Results

Pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 ("Rules") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Shareholders of the Company was required to pass the Special Resolutions for Appointment of Mr. Raghav Lall (DIN: 05121368) and Mr. Mudit Kumar (DIN: 00141585) as the Independent Directors of the Company and Appointment of Mr. Kushagra Kanoria (DIN: 09467947) as Whole time Director of the Company as given in the Notice of Postal Ballot dated 1st April, 2024. In this regard, please find the following:

1. Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the voting results on the aforesaid resolution in the prescribed format.
2. The Report of the Scrutinizers dated 8th May, 2024 pursuant to Section 108 of the Companies Act, 2013 read with the relevant Rules is being enclosed.
3. Declaration of Results

We further inform that the Special Resolutions as mentioned in the Notice of Postal Ballot dated 1st April, 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.evotingnsdl.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)

Postal Ballot of Bengal Tea & Fabrics Limited - Voting Results

In terms of Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015			
Date of close of Postal Ballot		:	07-05-2024
Total number of shareholders as on Cut-off date (29.03.2024)		:	6104
No. of Shareholders present in the meeting either in person or through proxy:		:	Not Applicable
Promoters and Promoter Group			
Public			
No. of Shareholders attended the meeting through video conferencing		:	Not Applicable
Promoters and Promoter Group			
Public			

Agenda-wise disclosure

Resolution No 1): Appointment of Mr. RaghavLall (DIN: 05121368) as a Non-Executive Independent Director of the Company

Resolution required (Ordinary/ Special)	Special
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

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
PROMOTERS AND PROMOTERS GROUP	EVOTING	6608712	6608712	100.000	6608712	0	100.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		6608712	6608712	100.000	6608712	0	100.000
PUBLIC INSTITUTIONS	EVOTING	36443	2630	7.217	2630	0	100.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		36443	2630	7.217	2630	0	100.000
PUBLIC NON INSTITUTIONS	EVOTING	2360830	552695	23.411	552549	146	99.9736	0.0264
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		2360830	552695	23.411	552549	146	99.9736
TOTAL		9005985	7164037	79.548	7163891	146	99.9980	0.0020

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Agenda-wise disclosure

Resolution No 2): Appointment of Mr. Mudit Kumar (DIN: 00141585) as a Non-Executive Independent Director of the Company

Resolution required (Ordinary/ Special)	Special
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

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
PROMOTERS AND PROMOTERS GROUP	EVOTING	6608712	6608712	100.000	6608712	0	100.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		6608712	6608712	100.000	6608712	0	100.000
PUBLIC INSTITUTIONS	EVOTING	36443	2630	7.217	2630	0	100.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		36443	2630	7.217	2630	0	100.000
PUBLIC NON INSTITUTIONS	EVOTING	2360830	552695	23.411	552549	146	99.974	0.0264
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		2360830	552695	23.411	552549	146	99.974
TOTAL		9005985	7164037	79.548	7163891	146	99.9980	0.0020

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Agenda-wise disclosure

Resolution No 3): Appointment of Mr. KushagraKanoria (DIN: 09467947) as the Whole-time Director of the Company.

Resolution required (Ordinary/ Special)	Special
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

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
PROMOTERS AND PROMOTERS GROUP	EVOTING	6608712	6608712	100.000	6608712	0	100.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		6608712	6608712	100.000	6608712	0	100.000
PUBLIC INSTITUTIONS	EVOTING	36443	2630	7.217	2630	0	100.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		36443	2630	7.217	2630	0	100.000
PUBLIC NON INSTITUTIONS	EVOTING	2360830	552695	23.411	552549	146	99.974	0.0264
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		2360830	552695	23.411	552549	146	99.974
TOTAL		9005985	7164037	79.548	7163891	146	99.9980	0.0020

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



SCRUTINIZER'S REPORT

(Pursuant to section 110 of the Companies Act, 2013 and rule 22 of Companies (Management and Administration) Rules 2014 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

To,
The Chairman
Bengal Tea & Fabrics Limited
Century Towers, 4th Floor,
45 Shakespeare Sarani, Kolkata -700017

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 Postal Ballot process through remote voting, in a fair and transparent manner, and ascertaining the results on E-voting, on the resolution contained in the Postal Ballot Notice dated 01-April-2024 read with Corrigendum dated 18-April-2024.
2. The Postal Ballot process has been carried out as per the provisions of Section 108 and 110 of the Companies Act, 2013 (Act) and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 to the extent applicable read alongwith the guidelines issued by Ministry of Corporate Affairs (MCA), vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No.20/2020 dated 5th May, 2020 and General Circular No. 09/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars").
3. 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 on the resolution contained in the Postal Ballot Notice.
4. My responsibility as a Scrutinizer, remote e-voting process, is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on 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.
5. Further to the above, I submit my report as under:-
 - i) The e-voting period remained open from Monday, 08-April-2024 (9:00 A.M.) to Tuesday, 07-May-2024 (05.00 P.M.)
 - ii) The members of the Company as on the "cut-off" date i.e. Friday, 29-March-2024 were entitled to vote on the Resolutions (Nos 1 to 3) as set out in the Postal Ballot Notice dated 1-April-2024 and whose e-mail IDs were registered with the Company/ Depositories/ RTA.



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

- iii) The members of the Company were required to cast their votes through 'Remote E-voting' facility provided by National Securities Depository Limited (NSDL).
- iv) Thereafter, the votes cast through remote e-voting were unblocked on Tuesday, 7-May-2024, after close of the e-voting facility, in the presence of 2 witnesses, who are not in the employment of the Company.
- v) The particulars of votes cast through 'Remote E-voting' have been entered in the Register maintained separately for this purpose.

Based on the scrutiny of the 'Remote E-voting', the summary of votes cast is as under:

Summary:

84 valid Folios have cast their votes representing **71,64,037** Equity Shares as follows:

Item No. 1:-

Special Resolution for appointment of Mr. Raghav Lall, (DIN: 05121368) as a Non-Executive Independent Director of the Company.

Particulars	No of Shares through remote E-voting	% based on total votes cast
Number of votes cast in favour	7163891	99.99
Number of votes cast against	146	00.01
Number of votes that abstained	0	0
Total	7164037	100.00

Item No. 2:-

Special Resolution for appointment of Mr. Mudit Kumar (DIN: 00141585), as a Non-Executive Independent Director of the Company.

Particulars	No of Shares through remote E-voting	% based on total votes cast
Number of votes cast in favour	7163891	99.99
Number of votes cast against	146	00.01
Number of votes that abstained	0	0
Total	7164037	100.00



BAJAJ TODI & ASSOCIATES

Practising Company Secretaries

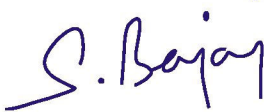
225D, A. J. C. Bose Road
Kolkata -700020, West Bengal, India
Tel: +91 33 22809045 Email: ps@bajajtodi.in

Item No. 3:-

Special Resolution for appointment of Mr. Kushagra Kanoria (DIN:09467947) as the Whole-time Director of the Company.

Particulars	No of Shares through remote E-voting	% based on total votes cast
Number of votes cast in favour	7163891	99.99
Number of votes cast against	146	00.01
Number of votes that abstained	0	0
Total	7164037	100.00

Thanking You,
For Bajaj Todi & Associates



(Swati Bajaj), Partner
C.P.No.3502, ACS: 13216
Date: 08-May-2024





Bengal Tea & Fabrics Limited

CIN. L51909WB1983PLC036542

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Results of Postal Ballot

Pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (Rules) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Shareholders of the Company was required to pass the Special Resolutions for Appointment of Mr. Raghav Lall (DIN: 05121368) and Mr. Mudit Kumar (DIN: 00141585) as Independent Directors of the and Appointment of Mr. Kushagra Kanoria (DIN: 09467947) as Whole time Director of the Company as given in the Notice of Postal Ballot dated 1st April, 2024.

The Company had provided remote e-voting facility to the members as on the cut-off date of 29th March, 2024 (End of Day) from 8th April, 2024 (9.00 A.M.) to 7th May, 2024 (5.00 P.M.), to transact the business mentioned in the Notice of Postal Ballot dated 1st April, 2024. The Results of the Voting on the basis of the Scrutinizer's Report issued by Mrs. Swati Bajaj of M/s Bajaj Todi & Associates, Scrutinizers is as follows:

Resolution Nos. as given in the Notice of Postal Ballot dated 1 st April, 2024	No of Shares			Results declared
		Through remote E-voting	% based on total votes cast	
Special Business				
1. Special Resolution for Appointment of Mr. Raghav Lall (DIN: 05121368) as an Independent Director of the Company	Number of Votes casts in favour	71,63,891	99.99	Approved by requisite majority
	Number of Votes cast against	146	0.01	
	Number of votes that abstained	0	0.00	
	Total	71,64,037	100.00	
2. Special Resolution for Appointment of Mr. Mudit Kumar (DIN: 00141585) as an Independent Director of the Company	Number of Votes casts in favour	71,63,891	99.99	Approved by requisite majority
	Number of Votes cast against	146	0.01	
	Number of votes that abstained	0	0.00	
	Total	71,64,037	100.00	



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3. Special Resolution for Appointment of Mr. Kushagra Kanoria (DIN: 09467947) as the Whole time Director of the Company	Number of Votes casts in favour	71,63,891	99.99	Approved by requisite majority
	Number of Votes cast against	146	0.01	
	Number of votes that abstained	0	0.00	
	Total	71,64,037	100.00	

For Bengal Tea & Fabrics Limited

Date: 08.05.2024

Adarsh Kanoria
(DIN: 00027290)
Managing Director