



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



5th February, 2024

BTFL/SE/2023-24/ 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 a Special Resolution for increasing the Limits of Intercompany loans, guarantees and investments prescribed under Section 186 of the Companies Act, 2013 as given in the Notice of Postal Ballot dated 28th December, 2023. 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 5th February, 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 Resolution as mentioned in the Notice of Postal Ballot dated 28th December, 2023 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		:	03-02-2024	
Total number of shareholders as on Cut-off date (29.12.2023)		:	6200	
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): Increase in Limits of Intercompany loans, guarantees and investments prescribed under Section 186 of the Companies Act, 2013.

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	100.000	6608712	0	100.000	0.000
PUBLIC INSTITUTIONS	EVOTING	36943	0	0.000	0	0	0.000	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		36943	0.000	0	0	0.000	0.000
PUBLIC NON INSTITUTIONS	EVOTING	2360330	875547	37.094	679587	195960	77.619	22.381
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT (IF APPLICABLE)		0	0.000	0	0	0.000	0.000
	TOTAL		2360330	37.094	679587	195960	77.619	22.381
TOTAL		9005985	7484259	83.103	7288299	195960	97.382	2.618

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	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 28-December-2023.
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 (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 Friday, 05-January-2024 (9:00 A.M.) to Saturday, 03-February-2024 (05.00 P.M.)
 - ii) The members of the Company as on the "cut-off" date i.e. Friday, 29-December-2023 were entitled to vote on the Special Resolution as set out in the Postal Ballot Notice dated 28-December-2023, and whose e-mail IDs were registered with the Company/ Depositories/ RTA.
 - iii) The members of the Company were required to cast their votes through 'Remote E-voting' facility provided by C .B. Management Services (P) Limited.

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

- iv) Thereafter, the votes cast through remote e-voting were unblocked on Saturday, 3-February-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 an under:

Summary:

172 valid Folios have cast their votes representing **74,84,259** Equity Shares as follows:

Item No. 1:-

Special Resolution for Increasing the Limits of Intercompany loans, guarantees and investments prescribed under section 186 of the Companies Act, 2013.

Particulars	No of Shares	Total No of Shares	% based on total votes cast
	through remote E-voting		
Number of votes cast in favour	72,88,299	72,88,299	97.38
Number of votes cast against	1,95,960	1,95,960	2.62
Number of votes that abstained	0	0	0.000
Total	74,84,259	74,84,259	100.00

Thanking You,
For Bajaj Todi & Associates



(Swati Bajaj), Partner
C.P.No.3502, ACS: 13216
Date: 05-02-2024



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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 a Special Resolution for increasing the Limits of Intercompany loans, guarantees and investments prescribed under section 186 of the Companies Act, 2013 as given in the Notice of Postal Ballot dated 28th December, 2023.

The Company had provided remote e-voting facility to the members as on the cut-off date of 29th December, 2023 (End of Day) from 5th January, 2024 (9.00 A.M.) to 3rd February, 2024 (5.00 P.M.), to transact the business mentioned in the Notice of Postal Ballot dated 28th December, 2023. 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 as given in the Notice of Postal Ballot dated 28 th December, 2023	No of Shares voted				Results declared
		Through remote E-voting	Total No of Shares	% based on total votes cast	
1. Special Resolution for increasing the Limits of Intercompany loans, guarantees and investments prescribed under section 186 of the Companies Act, 2013	Number of Votes casts in favour	72,88,299	72,88,299	97.38	Approved by requisite majority
	Number of Votes cast against	1,95,960	1,95,960	2.62	
	Number of votes that abstained	0	0	0	
	Total	7484259	7484259	100.00	

For Bengal Tea & Fabrics Limited

Place: Kolkata
Date: 05.02.2024

Adarsh Kanoria
(DIN: 00027290)
Managing Director