



# 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



November 17, 2025

To  
The Manager  
Department of Corporate Services  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400 001  
**Scrip Code: 532230**

Dear Sir,

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot dated 12<sup>th</sup> November, 2025 in terms of Section 108 and 110 of the Companies Act, 2013 and the Rules made there under along with the Explanatory Statement for seeking approval of the members of the Company, by means of electronic voting (remote e-voting) in compliance with the relevant circulars issued by the Ministry of Corporate Affairs in this regard.

Further, please note that the Postal Ballot Notice dated 12<sup>th</sup> November, 2025 along with Explanatory Statement is being sent to all the members whose email address is registered with the Depositories, Company and/or C B Management Services (P) Ltd (Registrar & Share Transfer Agent of the Company) as on 14<sup>th</sup> November, 2025 (cut-off date). The said documents can also be accessed on the website of the Company at [www.bengaltea.com](http://www.bengaltea.com).

Kindly take the same on record.

Thanking you

Yours faithfully,

**For Bengal Tea & Fabrics Limited**

**Himangshu Kedia**  
**Company Secretary & Compliance Officer**

**Encl: as above**

**Bengal Tea & Fabrics Limited**  
**CIN: L51909WB1983PLC036542**  
**Registered Office: Century Towers, 4th Floor, 45 Shakespeare Sarani, Kolkata 700017**  
**Telephone Nos (033) 2283-6416 /17**  
**E-mail: [investor@bengaltea.com](mailto:investor@bengaltea.com) Website: [www.bengaltea.com](http://www.bengaltea.com)**

#### INFORMATION AT A GLANCE

<b>Details of Resolution</b>	:	Re-appointment of <b>Mr. Adarsh Kanoria</b> (DIN: 00027290) as the Managing Director of the Company to hold office for a period of 3 (three) consecutive years i.e., from 1st January 2026 to 31st December 2028.
<b>Type of Resolution</b>	:	Ordinary Resolution
<b>Cut-off date for sending the Notice to eligible shareholders</b>	:	Friday, 14 <sup>th</sup> November, 2025
<b>Cut-off date for determining eligibility for e-voting</b>	:	
<b>E-voting start date and time</b>	:	Wednesday, 19 <sup>th</sup> November 2025 at 09:00 A.M. (IST)
<b>E-voting end date and time</b>	:	Thursday, 18 <sup>th</sup> December 2025 at 05:00 P.M. (IST)

#### NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and General Circular No. 09/2024 dated 19th September, 2024 subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs (MCA Circulars) and Circulars issued by Securities and Exchange Board of India (“SEBI Circulars”) from time to time and subject to other applicable laws and regulations, any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted

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**E-mail: [investor@bengaltea.com](mailto:investor@bengaltea.com) Website: [www.bengaltea.com](http://www.bengaltea.com)**

only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice along with the instructions for e-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The e-voting period commences from 09.00 A.M. (IST) on Wednesday, 19<sup>th</sup> November 2025 and ends at 05.00 P.M. (IST) on Thursday, 18<sup>th</sup> December 2025.

At its meeting held on 12<sup>th</sup> November 2025, the Board appointed **Mrs. Swati Bajaj**, (CP No. 3502, Membership No. ACS 13216) partner of M/s Bajaj Todi & Associates. Practicing Company Secretaries of 225D, A. J. C. Bose Road, 3rd Floor, Kolkata 700 020 to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the Chairman), and the results of the voting by Postal Ballot will be announced not later than 2 (two) working days of the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at [www.bengaltea.com](http://www.bengaltea.com) and on the website of C B Management Services Private Limited at [www.cbmsl.com](http://www.cbmsl.com).

**SPECIAL BUSINESS:**

**1. Re-appointment of Mr. Adarsh Kanoria (DIN: 00027290) as the Managing Director of the Company:**

To consider, and if thought fit, to pass, the following resolution as a **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder read with Schedule V of the said Act and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-appointment of **Mr. Adarsh Kanoria (DIN: 00027290)**, as the Managing Director of the Company, for a period of 3 (three) years with effect from 1st January, 2026 on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board be and is hereby duly authorized to alter and vary the terms and conditions of the said agreement in such manner as may be agreed by the Board and Mr. Adarsh Kanoria (**DIN: 00027290**) which may exceed the remuneration limit specified in Schedule V of the said act or any amendments thereto or enactments thereof, with effect from such date as may be decided by it.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolutions.”

**Registered Office:**  
**Century Towers, 4th Floor,**  
**45, Shakespeare Sarani,**  
**Kolkata-700 017**  
**Dated: 12<sup>th</sup> November, 2025**

**By Order of the Board**  
**For Bengal Tea & Fabrics Limited**  
**Sd/-**  
**Himangshu Kedia**  
**Company Secretary**  
**(Membership No.: A25151)**

**NOTES:**

1. The Explanatory Statement and reasons for the proposed Ordinary Resolution pursuant to Section 102 of the Act setting out material facts are appended below.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, 14th November, 2025 and whose e-mail IDs are registered with the Company / Depository Participants. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 8. Members may note that the Postal Ballot Notice will also be available on the Company's website [www.bengaltea.com](http://www.bengaltea.com) , website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 14th November 2025, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 14th November 2025, the cut-off date being fixed for the purpose.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members for voting on the resolution set forth in the Notice. For this purpose, the Company has availed the service of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website [www.bengaltea.com](http://www.bengaltea.com) websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>
7. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from Wednesday, 19th November 2025 to Thursday, 18th December, 2025, basis the request being sent on [investor@bengaltea.com](mailto:investor@bengaltea.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 (Form for registering PAN, KYC details or changes / updation thereof) along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA at the below mentioned address or by e-mail to RTA at [rtta@cbmsl.com](mailto:rtta@cbmsl.com) from their registered email address.

9. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before Saturday, 20<sup>th</sup> December 2025. The Resolution, if passed by requisite majority shall be deemed to have been passed on Thursday, 18th December 2025, being the last date specified by the Company for e-voting.

The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and shall be uploaded on the website of the Company i.e., [www.bengaltea.com](http://www.bengaltea.com) and website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>

10. The instructions for Members for e-voting are as under:

- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014, as amended by Companies (Management and Administration) Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA/SEBI Circulars and Secretarial Standard on General Meetings, the Company is pleased to provide to the members the facility to exercise their right to vote on resolutions set forth in this notice by electronic means (e-Voting). The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.
- Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
- Method of login for Individual Members holding the securities in demat mode:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner”</li></ol>

	<p>icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p>  </div> <div style="text-align: center;">  <p><b>Google Play</b></p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system</li> </ol>

	<p>of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after*

using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
2. Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [swati@bajajtodi.com](mailto:swati@bajajtodi.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at [pritamd@nsdl.com](mailto:pritamd@nsdl.com) / [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor@bengaltea.com](mailto:investor@bengaltea.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@bengaltea.com](mailto:investor@bengaltea.com) . If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
1. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Registered Office:**

**Century Towers, 4th Floor,**

**45, Shakespeare Sarani,**

**Kolkata-700 017**

**Dated: 12<sup>th</sup> November, 2025**

**By Order of the Board**

**For Bengal Tea & Fabrics Limited**

**Sd/-**

**Himangshu Kedia**

**Company Secretary**

**(Membership No.: A25151)**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)**  
**ITEM NO.1**

At its meeting on **12th November 2025**, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Adarsh Kanoria (DIN: 00027290) as Managing Director for a further three-year term commencing 1st January 2026. This decision recognizes his longstanding association with the Company and his valuable contributions over the years. The re-appointment is subject to shareholders' approval and the finalization of a formal agreement detailing the terms, conditions, and remuneration.

Mr. Adarsh Kanoria, aged approximately 58 years, brings extensive expertise in the Tea and Textile industries. He holds a Commerce degree with Honours and a Diploma in case studies from Harvard Business School, U.S.A. With over 38 years of industry experience, Mr. Kanoria is a well-regarded industrialist in Eastern India. He has previously served as President of the Tea Association of India and currently serves as a Director of the Indian Chamber of Commerce.

Mr. Kanoria was initially appointed as Managing Director for a three-year term commencing 1st January 2020, which concluded on 31st December 2022. He was subsequently re-appointed for the period 1st January 2023 to 31st December 2025, with his current tenure ending soon. As of now, he holds 5,97,137 equity shares in the Company. He also chairs the Share Transfer Committee, Share Transfer Sub-Committee, and Investment Committee, and is a member of the Stakeholders Relationship Committee.

In compliance with Schedule V of the Companies Act, 2013, the Company confirms that it has not defaulted on repayment of any debts, including public deposits or debentures, nor interest payable on them for a continuous period exceeding thirty days during the financial year 2024-25. The Nomination and Remuneration Committee has approved the remuneration payable to Mr. Kanoria. A statement with the requisite details under Section II of Part II of Schedule V of the Companies Act, 2013 is attached to this notice.

Furthermore, Mr. Adarsh Kanoria is not disqualified from holding the office of Director under Section 164(1) and 164(2) of the Act, nor is he prohibited from being a director by any order issued by SEBI or any other regulatory authority.

The brief details about the proposed re-appointment & remuneration of **Mr. Adarsh Kanoria** are given herein:

<b>Tenure of Re-appointment</b>	3 years starting from 1st January 2026 and ending on 31st December 2028.
<b>Nature of Duties</b>	<ul style="list-style-type: none"><li>• The MD operates under the supervision and control of the Board of Directors, managing the business and affairs of the Company. Powers are exercised by her as delegated by the Board, subject to limitations imposed by the Act, the Memorandum and Articles of Association, or resolutions passed by the Board or the Company in General Meeting.</li><li>• The MD shall devote full time and attention to the Company's operations, acting in</li></ul>

	the best interest of the Company and its subsidiaries, joint ventures, and associate companies.
<b>Other Conditions</b>	<ul style="list-style-type: none"> <li>The terms and conditions governing the appointment/ re-appointment of the MD include provisions requiring adherence to the Company's Code of Conduct and the maintenance of confidentiality.</li> <li>Furthermore, all Company Policies and associated Rules applicable to other employees of the Company shall also apply to the MD, except where expressly stated otherwise.</li> </ul>
<b>Remuneration:</b>	
<b>Particulars</b>	<b>Details (Gross in INR)</b>
<b>Basic Salary</b>	Rs. 700,000 – Rs. 800,000 – Rs. 915,000 per month
<b>Commission</b>	The Company shall also pay Commission as may be fixed by the Board of Directors of the Company at the end of each financial year, subject to a maximum of 3% on the profits of the Company and within the permissible limits specified in the Companies Act, 2013.
<b>Allowances &amp; Perquisites</b>	The value of allowances and perquisites referred in item below shall be evaluated as per Income Tax Rules, 1962, wherever applicable and shall be subject to maximum ceiling of 35% (Thirty-Five percent) of annual basic salary.
<b>Housing</b>	Rent-free furnished accommodation with provisions of Gas, Electricity and Water shall be provided by the Company and in case no accommodation is provided, the Company shall pay house rent allowance @20% of Basic Salary.
<b>Medical Benefits</b>	Personal Accident Insurance for self-subject to maximum premium of Rs. 10,000 (Rupees Ten Thousand Only)
<b>Club Fees</b>	Fees of Clubs, subject to maximum of two clubs (excluding life membership and admission fees)
<b>Motor Car</b>	Provision of car with driver for use on Company's business as well as personal use.
<b>Telephone</b>	Telephone at Residence. Personal long distance calls shall be billed by the Company.
<b>Re-imbursement of Expenses</b>	The Managing Director shall be entitled for re-imbursement of payment of entertainment and/ or other expenses, if any, actually and properly incurred for and on behalf of the Company and such payment shall not form part of the remuneration for the purpose of computation of ceilings, wherever applicable.
<b>Earned Leave</b>	The Managing Director shall be entitled for a leave of 45 days in a year, subject to a maximum ceiling of 90 days for carry forward, encashable at the time of termination of service. Such encashment of leave shall not form part of the remuneration for the purpose of computation of ceilings, wherever applicable.

<b>Retirement Benefits</b>	The Company shall make contributions to provident Fund to the extent the same is not taxable under the Income Tax Act, 1961. Gratuity shall be payable in accordance with the applicable rules. The Retirement Benefits shall not form part of the remuneration for the purpose of computation of ceilings, wherever applicable, so far, these do not exceed the limits prescribed in Schedule V of the Companies Act, 2013.
<b>Notice Period</b>	The Managing Director as well as the Company shall have the right to terminate the agreement by giving the other party three months notice in writing, subject to the discretion of the Board of Directors of the Company, to agree a shorter notice.
<b>Minimum Remuneration</b>	In the event of inadequacy of profits in any financial year, the Managing Director shall be paid monthly remuneration not exceeding the applicable ceiling laid down in Section II of Part II of Schedule V of the Companies Act, 2013.
<b>Other conditions</b>	<ul style="list-style-type: none"><li>• Mr. Kanoria shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof, as long as he functions as the Managing Director of the Company.</li><li>• The Managing Director shall not be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.</li><li>• The remuneration mentioned above is at the time of his re-appointment in the Company and the actual figures may vary from time to time.</li><li>• The Board and/or the Nomination and Remuneration Committee of the Company are authorised to determine the increments, if any during the subsequent years and the increments, allowances, bonus and shares grant shall be linked to achievement of targets set by the Company and the performance of the incumbent.</li><li>• Any variation to the terms and conditions of this appointment and remuneration, including basic salary, fixed remuneration, bonus, perquisites including shares grant and allowances, if any will be subject to review and approval of the Board and/or the Nomination and Remuneration Committee and the Shareholders (if applicable), in accordance with the applicable law, including the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).</li></ul>

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, as on the date of Notice, are provided on page 15 to this Notice. Mr. Adarsh Kanoria, Mrs. Subha Kanoria and Mr. Kushagra Kanoria are interested in the proposed resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except as above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Electronic copy of the draft agreement between the Company and Mr. Adarsh Kanoria setting out the terms and conditions and other documents relating to this item of business shall be available for inspection. The Members may obtain a copy of the same by writing to the Company at [investor@bengaltea.com](mailto:investor@bengaltea.com) mentioning their name, Folio no. / Client ID and DP ID, with a self-attested copy of their PAN card attached to the email.

The Board expresses its strong confidence in Mr. Adarsh Kanoria's re-appointment, recognizing his deep understanding of the Indian market, exceptional leadership record, and extensive experience. It believes that he is uniquely positioned to guide the Company into its next phase of growth and excellence. The Board, based on the recommendation of the Nomination and Remuneration Committee considers the re-appointment of Mr. Adarsh Kanoria in the interest of the Company and recommends the Special Resolution as set out in the Notice for approval of Members.

**Registered Office:**

**Century Towers, 4th Floor,**

**45, Shakespeare Sarani,**

**Kolkata-700 017**

**Dated: 12<sup>th</sup> November, 2025**

**By Order of the Board**

**For Bengal Tea & Fabrics Limited**

**Himangshu Kedia**

**Company Secretary**

**(Membership No.: A25151)**

### **DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT**

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

<b>Name of the Director</b>	<b>Mr. Adarsh Kanoria</b>
<b>DIN</b>	00027290
<b>Date of Birth</b>	14 <sup>th</sup> February 1967
<b>Age</b>	58 years
<b>Date of first appointment on the Board</b>	05/01/1991
<b>Qualification</b>	Mr. <b>Kanoria</b> is commerce graduate with Honours and did a Diploma in case studies from Harvard Business School, U.S.A.
<b>Experience</b>	over 38 years of experience in the Tea and Textile business. <ul style="list-style-type: none"> <li>• Past President of Tea Association of India</li> <li>• Director of Indian Chamber of Commerce</li> <li>• Reputed industrialist in Eastern India</li> </ul>
<b>Nature of expertise in specific functional areas</b>	<ul style="list-style-type: none"> <li>• Leadership and Strategic Management</li> <li>• Production and Operational Expertise</li> <li>• Extensive Experience in Tea and Textile Industries</li> <li>• Sales, Marketing, and Business Development</li> <li>• Finance, Accounts, Legal, Regulatory, and Corporate Governance</li> <li>• Risk and Administrative Management</li> <li>• Oversight of Large and Complex Business Operations</li> <li>• Stakeholder Relationship Management</li> <li>• CSR, Sustainability, and ESG Initiatives</li> <li>• Industry Representation and Trade Association Leadership</li> </ul>
<b>Terms and conditions of appointment</b>	Re-appointment as the Managing Director for a period of 3 (three) consecutive years effective from 1st January, 2026 to 31st December 2028. (for further details refer the Notice and Explanatory Statement).
<b>Details of remuneration last drawn (FY 2024-25)</b>	Rs. 90.37 Lakhs
<b>Details of remuneration sought to be paid</b>	Refer Notice and Explanatory Statement
<b>Directorships in other listed Companies (excluding foreign companies)</b>	Nil
<b>Membership/ Chairpersonship of Committees in other listed companies (excluding foreign companies)</b>	Nil

<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	Nil
<b>No. of Board Meetings attended during</b> <ul style="list-style-type: none"> <li><b>FY 2024-25 and</b></li> <li><b>2025-26 (upto the date of this Notice)</b></li> </ul>	6 out of 6 Meetings 3 out of 3 Meetings
<b>Directorship of other Boards as on date of Postal Ballot Notice</b>	1. Verazer Technology Ventures Private Limited 2. Indian Chamber of Commerce Calcutta 3. Akv Textiles Limited 4. Kanoria Exports Private Limited 5. Rydak Enterprises & Investment Limited 6. Eskay Udyog Limited
<b>Association with other entities</b>	1. AKV Biofuel LLP- Designated Partner 2. Alpha Alternatives Msar LLP- Partner 3. Tea Association of India- Member 4. Adarsh Kanoria (HUF)- Karta- Self 5. Rajyashree Bajoria Family Trust- Trustee 6. Ananda Seva Kosh- Trustee 7. Bengal Tea & Fabrics Ltd.- Tea Division- Employee Gratuity Fund- Trustee 8. Bengal Tea & Fabrics Ltd. -Super Annuation Fund (Tea Division)- Trustee 9. Bengal Tea & Fabrics Ltd. -Unit -Asarwa Mills- Super Annuation Fund- Trustee 10. Bengal Tea & Fabrics Ltd. - Unit -Asarwa Mills - Employee Gratuity Fund- Trustee
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	The proposed Managing Director, Mr. Adarsh Kanoria, is related to Mr. Kushagra Kanoria, Whole-time Director (son), and Mrs. Shubha Kanoria, Director (spouse) of the Company. Except for the aforesaid, there is no other inter-se relationship between Mr. Adarsh Kanoria and any other Directors or Key Managerial Personnel of the Company.
<b>No. of shares held (as on the date of this Notice):</b>	
<b>(a) Own</b>	5,97,137
<b>(b) For other persons on a beneficial basis</b>	Nil