



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



December 19, 2025

To
The Manager
Department of Corporate Services
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 an Ordinary Resolution for re-appointment of Mr. Adarsh Kanoria (DIN: 00027290) as the Managing Director of the Company as given in the Notice of Postal Ballot dated November 12, 2025. 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 resolutions in the prescribed format.
2. The Report of the Scrutinizers dated December 19, 2025 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 Ordinary Resolution as mentioned in the Notice of Postal Ballot dated November 12, 2025 has 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 take the same on record.

Thanking you
Yours faithfully,

For Bengal Tea & Fabrics Limited

Himangshu Kedia
Company Secretary & Compliance Officer

Encl: as above

| General information about company | |
|---|------------------------------|
| Scrip code | 532230 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE665D01016 |
| Name of the company | BENGAL TEA & FABRICS LIMITED |
| Type of meeting | Postal Ballot |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 18-12-2025 |
| Start time of the meeting | |
| End time of the meeting | |

| Scrutinizer Details | |
|---|-------------------------|
| Name of the Scrutinizer | MRS SWATI BAJAJ |
| Firms Name | BAJAJ TODI & ASSOCIATES |
| Qualification | CS |
| Membership Number | CP-3502 ACS 13216 |
| Date of Board Meeting in which appointed | 12-11-2025 |
| Date of Issuance of Report to the company | 19-12-2025 |

| Voting results | |
|--|------------|
| Record date | 14-11-2025 |
| Total number of shareholders on record date | 6346 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 1 |
| Disclosure of notes on voting results | |

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | Yes | | | | |
| Description of resolution considered | | | | Re-appointment of Mr. Adarsh Kanoria (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 | | | | |
| 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 | 6744712 | 6474712 | 95.9969 | 6474712 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 6744712 | 6474712 | 95.9969 | 6474712 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 191183 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 191183 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 2070090 | 588404 | 28.4241 | 588330 | 74 | 99.9874 | 0.0126 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 2070090 | 588404 | 28.4241 | 588330 | 74 | 99.9874 | 0.0126 |
| Total | | 9005985 | 7063116 | 78.4269 | 7063042 | 74 | 99.999 | 0.001 |
| 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 Insitutions | |
| Public - Non Insitutions | |



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 12-November-2025.
2. The Postal Ballot process has been carried out as per 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 22nd 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), (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 Wednesday, 19-November-2025 (9:00 A.M.) to Thursday, 18-December-2025 (05.00 P.M.)
 - ii) The members of the Company as on the "cut-off" date i.e. Friday, 14-November-2025 were entitled to vote on the Resolution No 1 as set out in the Postal Ballot Notice dated



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

- 12-November-2025 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 National Securities Depository Limited (NSDL).
 - iv) Thereafter, the votes cast through remote e-voting were unblocked on Thursday, 20-December-2025, 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:


61 valid Folios have cast their votes representing **70,63,116** Equity Shares as follows:

Item No. 1:-

Ordinary Resolution for re-appointment of Mr. Adarsh Kanoria (DIN: 00027290) as the Managing Director of the Company

| Particulars | No of Shares through remote E-voting | % based on total votes cast |
|--------------------------------|--------------------------------------|-----------------------------|
| Number of votes cast in favour | 7063042 | 99.999 |
| Number of votes cast against | 74 | 00.001 |
| Number of votes that abstained | 0 | 0 |
| Total | 7063116 | 100.000 |

Thanking You,
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: 19-December-2025

Counter Signed by:

Bengal Tea & Fabrics Limited

Himangshu Kedia
Company Secretary & Compliance Officer
Mem No. A25151





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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 an Ordinary Resolution for re-appointment of Mr. Adarsh Kanoria (DIN: 00027290) as the Managing Director of the Company as given in the Notice of Postal Ballot dated November 12, 2025.

The Company had provided remote e-voting facility to the members as on the cut-off date of November 14, 2025 (End of Day) from November 19, 2025 (9.00 A.M.) to December 18, 2025 (5.00 P.M.), to transact the business mentioned in the Notice of Postal Ballot dated November 12, 2025. 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 November 12, 2025 | No of Shares | | | Results declared |
|---|---------------------------------|-------------------------|-----------------------------|--------------------------------|
| | | Through remote E-voting | % based on total votes cast | |
| | | | | |
| Special Business | | | | |
| 1. Ordinary Resolution for re-appointment of Mr. Adarsh Kanoria (DIN: 00027290) as the Managing Director of the Company | Number of Votes casts in favour | 70,63,042 | 99.99 | Approved by requisite majority |
| | Number of Votes cast against | 74 | 0.01 | |
| | Number of votes that abstained | 0 | 0.00 | |
| | Total | 70,63,116 | 100.00 | |

For **Bengal Tea & Fabrics Limited**

Date: 19.12.2025

Adarsh Kanoria
Managing Director
DIN: 00027290