

BHATKAWA TEA INDUSTRIES LIMITED

Trusted Certified Company | CIN : L01132WB1911PLC002077

Date – 26th September, 2022

Stock Code – CSE : 12018

Dear Sirs,

Sub: Compliance with Regulation 30 read with Para A of Part A of Schedule III and Regulation 44(3) of the Listing Regulations – Proceedings of the Annual General Meeting of the Company held on 24th September, 2022

We wish to inform you that in terms of the General Circular dated 5th May, 2022 and 5th May, 2020 read with General Circulars dated 8th April, 2020, 13th April, 2020 and 13th January, 2021 issued by the Ministry of Corporate Affairs (“MCA”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Annual General Meeting (“AGM”) of the Company for the financial year 2021-2022 was held on Saturday, 24th September, 2022 at 12.00 p.m. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the business as stated in the Notice dated 13th August, 2022, convening the AGM. The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the Meeting.

As per the provisions of the Act and the Listing Regulations read with the aforesaid MCA Circulars, the Company had provided the facility of Remote E-voting and E-voting during the AGM to the Members to enable them to cast their vote electronically on the Resolutions proposed in the Notice of the AGM. The Remote E-voting was open from Wednesday, 21st September, 2022 from 10.00 a.m. (IST) to Friday, 23rd September, 2022 upto 5.00 p.m. (IST).

The Board of Directors had appointed Mrs. Monalisa Datta Practicing Company Secretaries as the Scrutinizer for the Remote E-voting and E-voting during the AGM by Members. Mrs. Datta has carried out the scrutiny of all the remote electronic votes received up to 5.00 p.m. (IST) on 23rd September, 2022 and E-votes cast through E-voting system during the AGM, received till the conclusion of the AGM and has submitted her Report on 26th September, 2022.

Based on the consolidated Report of the Scrutinizer, all the Resolutions as set out in the Notice of the AGM have been duly approved by the Members with requisite majority.

The AGM commenced at 12.00 p.m. (IST) and concluded at 12:35 p.m. (IST) (including the time allowed for e-voting at the AGM).

We are enclosing the following information by way of annexure in connection with the proceedings and voting results of the AGM held pursuant to Regulation 30 and Regulation 44(3) of the Listing Regulations and Rule 20 of the Companies (Management & Administration) Rules, 2014 :-

“NICCO HOUSE,” 6TH FLOOR, 2, HARE STREET, KOLKATA-700 001
TELE : 91 33 2248 9916/5422/5431, FAX : 91 33 2248 5362
e-mail : contact@bhatkawa.com
Website : www.bhatkawatea.com



1. Proceedings of the AGM of the Company pursuant to Regulation 30 of the Listing Regulations. **Annexure – A**

2. Details regarding the Voting Results of the business transacted at the AGM of the Company in the format prescribed pursuant to Regulation 44(3) of the Listing Regulations. **Annexure – B**

3. Report of the Scrutinizer dated 26th September, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014. **Annexure - C**

Kindly take the same on record.

Thanking You.

Yours faithfully,

For BHATKAWA TEA INDUSTRIES LIMITED

Dharini Mehta



**DHARINI MEHTA
(COMPANY SECRETARY & COMPLIANCE OFFICER)**

Encl: As above

SUMMARY OF PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR 2021-2022 HELD ON 24TH SEPTEMBER, 2022, PURSUANT TO REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Annual General Meeting (“AGM” or “Meeting”) of the Members of Bhatkawa Tea Industries Limited (“the Company”) for the financial year 2021-2022 was held on Saturday, 24th September, 2022, at 12.00 p.m. (IST) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without physical presence of the Members at a common venue. The Company, while conducting the Meeting, adhered to the Circulars issued by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and other social distancing norms in view of the challenges and risk faced due to the continuing CoronaVirus (Covid-19) pandemic.

In accordance with the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed Venue of the AGM.

Mr. Padmanabh Jalan, Whole-time Director, welcomed the members to the meeting and enquired on well being of the members and their families. He requested the members to update their contact details, bank and other details with the Company / RTA and also insisted the members to dematerialise their shares. He then briefed the members on the performance of the Company.

On unanimous consent of the Board, Mr. Padmanabh Jalan chaired the proceedings of the meeting. Upon the requisite quorum being present, the Chairman called the meeting to order. He requested Mrs. Dharini Mehta, Company Secretary to take the proceedings further.

The Company Secretary welcomed the members joining over Video Conferencing. She acknowledged the presence of all the Directors of the Company, including Chairperson of the Audit Committee, Chairperson of the Nomination and Remuneration Committee and Chairperson of the Stakeholders Relationship Committee, who were attending the AGM through Video Conference. She informed the Members that the Chief Financial Officer and President of the Company were present at the Meeting and that the Authorised Representatives of the Statutory Auditors and Secretarial Auditor of the Company were attending this Meeting through Video Conference.

As per the attendance records, 17 Members attended the Meeting through VC/OAVM facility. Since this AGM was held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of Proxies by the Members was not available for the AGM.

The Notice of the meeting was read. The following items of business as laid down in the Notice of the AGM dated 14th August, 2021, were transacted at the Meeting:

ORDINARY BUSINESS:

1. Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. Declaration of Dividend of Re. 0.50 (Fifty Paise only) per Equity Share of the face value of Rs. 10/- each for the Financial Year ended 31st March, 2022.



3. Appointment of Statutory Auditors, M/s. Das & Prasad, Chartered Accountants, for a term of 5 years.

4. Re-appointment of Mr. Alok Gupta (DIN: 00781993) as a Director, who retired by rotation and, being eligible, had offered himself for re-appointment.

All the above resolutions, which were put to vote, were passed with requisite majority. Thereafter the first and last paragraph of the Audit Report was read.

The Company Secretary stated that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who attended the AGM through VC/OAVM facility and had not cast their votes through Remote E-Voting facility were provided an opportunity to cast their votes through the E-voting system during the Meeting. She then ordered activation of e-voting window for the Members attending the AGM and informed that the voting facility shall be available till 15 minutes after conclusion of the AGM.

One member had registered as Speaker to express views at the AGM but after as informed by NSDL Technical desk the member had not joined the VC. The Company Secretary thereafter requested the Chairman to give his concluding statement.

The Chairman authorised the Company Secretary to receive the Scrutinizer's Register, Report on e-voting and also to counter-sign the Scrutinizer's Report and declare the results of voting. He announced that the e-voting results along with the consolidated Scrutinizer's Report shall be informed to Stock Exchanges and also be placed on the website of the Company and Stock Exchanges.

The Chairman thanked the Members for their presence and support extended to the Company.

The Scrutinizer's Report on the combined voting results was received and accordingly, all the Ordinary Resolutions and Special Resolution as set out in the Notice were declared as passed with requisite majority, as specified in Annexure B below.

Yours faithfully,
For BHATKAWA TEA INDUSTRIES LIMITED

Dharini Mehta



DHARINI MEHTA
(COMPANY SECRETARY & COMPLIANCE OFFICER)

DETAILS REGARDING THE RESULTS OF REMOTE E-VOTING AND E-VOTING DURING THE AGM PURSUANT TO REGULATION 44(3) OF SEBI (LODR) REGULATIONS, 2015

1. Date of AGM: 24th September, 2022.

2. Total no. of shareholders on record date viz. 19th September, 2022: 356

3. No. of shareholders present at the meeting either in person or through proxy:

Sl. No.	Category	In person/ Through Proxy
1.	Promoters and Promoters group	NOT APPLICABLE
2.	Public	
	Total	

4. No. of shareholders attended the meeting through video conferencing:

Sl. No.	Category	Number
1.	Promoters and Promoters group	9
2.	Public	8
	Total	17

5. Details of the business transacted at the Annual General Meeting:

Sl. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1	Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote Evoting And E-voting during the AGM	Passed with Requisite majority
2	Declaration of Dividend on Equity Shares	Ordinary	Remote Evoting And E-voting during the AGM	Passed with Requisite majority
3	Appointment of Statutory Auditors, M/s. Das & Prasad, Chartered Accountants, for a term of 5 years.	Ordinary	Remote Evoting And E-voting during the AGM	Passed with Requisite majority
4	Re-appointment of Mr. Alok Gupta (DIN: 00781993) as a director, who retired by rotation and, being eligible, had offered himself for re-appointment	Ordinary	Remote Evoting And E-voting during the AGM	Passed with Requisite majority

The promoters and promoters' group were not interested in any resolutions of the Notice.



Based on the scrutinizer's report we inform you that the all the aforesaid resolutions have been passed with requisite majority.

Agenda wise disclosure of each agenda item in format prescribed is enclosed as separate attachment.

**Yours faithfully,
For BHATKAWA TEA INDUSTRIES LIMITED**

Dharini Mehta



**DHARINI MEHTA
(COMPANY SECRETARY & COMPLIANCE OFFICER)**

Annexure B (contd.)

BHATKAWA TEA INDUSTRIES LIMITED - Agenda- wise disclosure

AGENDA – 1

Resolution required: (Ordinary/ Special) ORDINARY			Adoption of financial statements and reports thereon for the financial year ended 31 st March, 2022					
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
Promoter and Promoter Group	E-Voting	1362786	1362786	100.00	1362786	0	100.00	0
	E-Voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1362786	100.00	1362786	0	100.00	0
Public-Institutions	E-Voting	677166	600434	88.67	600434	0	100.00	0
	E-Voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		600434	88.67	600434	0	100.00	0
Public- Non-Institutions	E-Voting	200048	124	0.06	124	0	100.00	0
	E-Voting during AGM		0	0	0	0	100.00	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		124	0.06	124	0	100.00	0
Total		2240000	1963344	87.65	1963344	0	100.00	0



AGENDA - 2

Resolution required: (Ordinary/ Special) ORDINARY			Declaration of Dividend at Re. 0.50 (Fifty Paise only) per Equity Shares of Rs. 10/- each					
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
Promoter and Promoter Group	E-Voting	1362786	1362786	100.00	1362786	0	100.00	0
	E-Voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1362786	100.00	1362786	0	100.00	0
Public-Institutions	E-Voting	677166	600434	88.67	600434	0	100.00	0
	E-Voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		600434	88.67	600434	0	100.00	0
Public- Non-Institutions	E-Voting	200048	124	0.06	124	0	100.00	0
	E-Voting during AGM		0	0	0	0	100.00	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		124	0.06	124	0	100.00	0
Total		2240000	1963344	87.65	1963344	0	100.00	0



AGENDA – 3

Resolution required: (Ordinary/ Special) ORDINARY			Appointment of Statutory Auditors, M/s. Das & Prasad, Chartered Accountants, for a term of 5 years.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	1362786	1362786	100.00	1362786	0	100.00	0
	E-Voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1362786	100.00	1362786	0	100.00	0
Public-Institutions	E-Voting	677166	600434	88.67	600434	0	100.00	0
	E-Voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		600434	88.67	600434	0	100.00	0
Public- Non-Institutions	E-Voting	200048	124	0.06	124	0	100.00	0
	E-Voting during AGM		0	0	0	0	100.00	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		124	0.06	124	0	100.00	0
Total		2240000	1963344	87.65	1963344	0	100.00	0



AGENDA – 4

Resolution required: (Ordinary/ Special) ORDINARY			Re-appointment of Mr. Alok Gupta (DIN: 00781993) as a director, who retired by rotation and, being eligible, had offered himself for re-appointment					
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
Promoter and Promoter Group	E-Voting	1362786	1362786	100.00	1362786	0	100.00	0
	E-Voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1362786	100.00	1362786	0	100.00	0
Public-Institutions	E-Voting	677166	600434	88.67	600434	0	100.00	0
	E-Voting during AGM		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		600434	88.67	600434	0	100.00	0
Public- Non-Institutions	E-Voting	200048	124	0.06	124	0	100.00	0
	E-Voting during AGM		0	0	0	0	100.00	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		124	0.06	124	0	100.00	0
Total		2240000	1963344	87.65	1963344	0	100.00	0





MONALISA DATTA
Practising Company Secretary

B. Com. (Hons.) F. C.S

Shree Krishna Chambers
78, Bentinck Street, Block B,
1st Floor, Room No : 1A,
Kolkata - 700 001



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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Annual General Meeting of the Equity
Shareholders of **M/s Bhatkawa Tea Industries Limited**,
through video conferencing held on 24th September, 2022 at 12:00 P.M. at
6th Floor, Nicco House, 2 Hare Street,
Kolkata-700001

Dear Sir,

Sub: Scrutinizer Report on remote e-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by Companies (Management and Administration) Rules 2015 for the Annual General Meeting of the Equity Shareholders of M/s Bhatkawa Tea Industries Limited held on 24th September, 2022 at 12:00 P.M. through video conferencing / other audio visual means.

1. I, Monalisa Datta, Practising Company Secretary have been appointed as a Scrutinizer by the Board of Directors of M/s Bhatkawa Tea Industries Limited, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the Annual General Meeting of the Equity Shareholders of M/s Bhatkawa Tea Industries Limited on 24th September, 2022 at 12:00 P.M. through video conferencing / other audio visual means.
2. I was also appointed as Scrutinizer to scrutinize the remote e- voting process during the said AGM.
3. The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the Members of the Company.
4. The voting period for remote e-voting commenced on 10:00 A.M. I.S.T on Wednesday, September 21, 2022 and ended on 5:00 P.M. I.S.T on Friday, September 23, 2021 and the NSDL e-voting platform was disabled thereafter.
5. The Company had also provided remote e-voting facility to the members present at the AGM through VC/OAVM and who had not cast their vote earlier.
6. After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.
7. I have scrutinized and reviewed the remote e-voting prior to and during the AGM and the votes cast therein based on the data downloaded from NSDL e-voting system.
8. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting prior to and during the AGM for the resolutions contained in the notice of the Annual General Meeting of the Equity Shareholders of the Company.



9. My responsibility as a scrutinizer for the remote e-voting is restricted to make a consolidated Scrutinizers Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system.
10. I now submit my Consolidated Scrutinizers Report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Resolution No. 1: Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended 31st March, 2022. Passed as an Ordinary Resolution.

- i) Votes in favour of the resolution

No of members voted	Number of valid votes cast by them	% of total no of valid votes cast
20	1963344	100

- ii) Votes against the resolution

No of members voted	Number of valid votes cast by them	% of total no of valid votes cast
0	0	0

- iii) Invalid votes

No of members whose votes were declared invalid	Number of invalid votes cast by them	% of total no of invalid votes cast
0	0	0

Resolution No. 2- To declare a Dividend on equity shares for the financial year ended 31st March, 2022. Passed as an Ordinary Resolution

- i) Votes in favour of the resolution

No of members voted	Number of valid votes cast by them	% of total no of valid votes cast
20	1963344	100

- ii) Votes against the resolution

No of members voted	Number of valid votes cast by them	% of total no of valid votes cast
0	0	0

- iii) Invalid votes

No of members whose votes were declared invalid	Number of invalid votes cast by them	% of total no of invalid votes cast



0	0	0
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Resolution No. 3- To re-appoint a M/s. Das & Prasad, Chartered Accountants having registration No. 303054E for a term of 5 (five) consecutive years. Passed as an Ordinary Resolution

i) Votes in favour of the resolution

No of members voted	Number of valid votes cast by them	% of total no of valid votes cast
20	1963344	100

ii) Votes against the resolution

No of members voted	Number of valid votes cast by them	% of total no of valid votes cast
0	0	0

iii) Invalid votes

No of members whose votes were declared invalid	Number of invalid votes cast by them	% of total no of invalid votes cast
0	0	0

Resolution No. 4- To re-appoint Director Mr. Alok Gupta (DIN 00781993) who retires by rotation and being eligible, offers himself for re-appointment. Passed as an Ordinary Resolution.

i) Votes in favour of the resolution

No of members voted	Number of valid votes cast by them	% of total no of valid votes cast
20	1963344	100

ii) Votes against the resolution

No of members voted	Number of valid votes cast by them	% of total no of valid votes cast
0	0	0



iii) Invalid votes

No of members whose votes were declared invalid	Number of invalid votes cast by them	% of total no of invalid votes cast
0	0	0

Thanking You,
Yours faithfully,



Monalisa

MonalisaDatta
Practising Company Secretary
Membership No.10040
CP No.13580

Date: 26.09.2022
Place: Kolkata
UDIN- **F010040D001041675**