

# BHATKAWA TEA INDUSTRIES LIMITED

Trusted Certified Company | CIN : L01132WB1911PLC002077

Date – 18<sup>th</sup> September, 2024

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 18<sup>th</sup> September, 2024**

We wish to inform you that in terms of the General Circular dated 5<sup>th</sup> May, 2022 and 5<sup>th</sup> May, 2020 read with General Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 13<sup>th</sup> January, 2021, 28<sup>th</sup> December, 2022 and 25<sup>th</sup> September, 2023 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 2023-2024 was held on Wednesday, 18<sup>th</sup> September, 2024 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 12<sup>th</sup> August, 2024, 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 Sunday, 15<sup>th</sup> September, 2024 from 10.00 a.m. (IST) to Tuesday, 17<sup>th</sup> September, 2024 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 -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 17<sup>th</sup> September, 2024 and E-votes cast through E-voting system during the AGM, received till the conclusion of the AGM and has submitted her report on 18<sup>th</sup> September, 2024.

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](mailto:contact@bhatkawa.com)  
Website : [www.bhatkawatea.com](http://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 18<sup>th</sup> September, 2024, 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**

Encl: As above

**SUMMARY OF PROCEEDINGS OF THE ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR 2023-2024 HELD ON 18<sup>TH</sup> SEPTEMBER, 2024, 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 2023-2024 was held on Wednesday, 18<sup>th</sup> September, 2024, 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”).

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.

Mrs. Dharini Mehta, Company Secretary welcomed the members to the meeting and enquired on wellbeing of the members and their families. 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 of the Company, the Authorised Representatives of the Statutory Auditors and Secretarial Auditor of the Company were attending this Meeting through Video Conference.

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. Mrs. Mehta paid her respects and condolences with respect to demise of promoter member and President of the Company, Late Shri Sudarshan Jalan. She thereafter requested Mr. Padmanabh Jalan to brief the members with performance of the Company and future prospects.

Mr. Padmanabh Jalan, Whole-time Director welcomed the members joining over Video Conferencing. He then briefed the members on the performance of the Company and challenges faced by the company and Tea industry as a whole due to increase in input costs and manpower costs. He then requested Mrs. Mehta to take over the proceedings. She 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.

As per the attendance records, 19 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 12<sup>th</sup> August, 2024, were transacted at the Meeting:

**ORDINARY BUSINESS:**

1. Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon.



2. Re-appointment of Mr. Arjun Mitra (DIN-06967237), who retires by rotation and being eligible, offers himself for re-appointment.

Both the above resolutions, which were put to vote, were passed with requisite majority. Thereafter the Auditors Report was taken to be read since there were no qualifications.

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 10 minutes after conclusion of the AGM.

One member had registered as Speaker to express views at the AGM and as such he was invited to speak thereon. He expressed his views on performance of the company, the profitability and non-declaration of dividend. 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 as set out in the Notice were declared as passed with requisite majority, as specified in Annexure B below.

The meeting ended with vote of thanks to the chair at 12.35 pm (including time for voting).

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

*Dharini Mehta*



**DHARINI MEHTA**  
**(COMPANY SECRETARY)**

**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: 18<sup>th</sup> September, 2024.

2. Total no. of shareholders on record date viz. 11<sup>th</sup> September, 2024: 209

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	4
2.	Public	15
	Total	19

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, 2024 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	Re-appointment of Mr. Arjun Mitra (DIN-06967237), who retires by rotation and being eligible, offers 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)**

## 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 <sup>st</sup> March, 2024					
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	1266542	100.00	1266542	0	100.00	0
	E-Voting during AGM		96244	100.00	96244	0	100.00	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		1362786	100.00	1362786	0	100.00	0
Public-Institutions	E-Voting	798422	600434	75.20	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	75.20	600434	0	100.00	0
Public- Non-Institutions	E-Voting	78792	6071	7.70	5350	721	88.12	11.88
	E-Voting during AGM		1	0.01	1	0	100.00	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		6072	7.71	5351	721	88.12	11.88
<b>Total</b>		2240000	1969292	87.91	1968571	721	99.96	0.04



**AGENDA – 2**

<b>Resolution required: (Ordinary/ Special) ORDINARY</b>			Re-appointment of Mr. Arjun Mitra (DIN- 06967237), who retires by rotation and being eligible, offers himself for re-appointment.					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			NO					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]* 100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	1362786	1266542	100.00	1266542	0	100.00	0
	<b>E-Voting during AGM</b>		96244	100.00	96244	0	100.00	0
	<b>Postal Ballot (if applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		1362786	100.00	1362786	0	100.00	0
<b>Public-Institutions</b>	<b>E-Voting</b>	798422	600434	75.20	600434	0	100.00	0
	<b>E-Voting during AGM</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		600434	75.20	600434	0	100.00	0
<b>Public- Non-Institutions</b>	<b>E-Voting</b>	78792	6071	7.70	5350	721	88.12	11.88
	<b>E-Voting during AGM</b>		1	0.01	1	0	100.00	0
	<b>Postal Ballot (if applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>		6072	7.71	5351	721	88.12	11.88
<b>Total</b>		2240000	1969292	87.91	1968571	721	99.96	0.04





**Monalisa Datta**

**B.Com, (Hons.) F.C.S.**  
**Practising Company Secretary**

**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**,  
held on 18<sup>th</sup> September, 2024 at 12:00 noon at  
6<sup>th</sup> 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 18<sup>th</sup> September, 2024 at 12:00 noon 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 18<sup>th</sup> September, 2024 at 12:00 noon 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 Sunday, September 15, 2024 and ended on 5:00 P.M. I.S.T on Tuesday, September 17, 2024 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.



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

 +91 90623 59565 / 79800 97117  
033 4810 1795

 pcsmonalisa16@gmail.com



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, 2024. 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
30	1968571	99.99

- ii) Votes against the resolution

No of members voted	Number of valid votes cast by them	% of total no of valid votes cast
3	721	0.0003

- 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 appoint a Director in place of Mr. Arjun Mitra (DIN 06967237) 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
30	1968571	99.99

- ii) Votes against the resolution

No of members voted	Number of valid votes cast by them	% of total no of valid votes cast
3	721	0.0003

- iii) Invalid votes

No of members whose	Number of invalid votes	% of total no of invalid



votes were declared invalid	cast by them	votes cast
0	0	0

Thanking You,  
Yours faithfully,

Date: 18<sup>th</sup> September, 2024  
Place: Kolkata  
UDIN- F010040F001246627



*Monalisa*

Monalisa Datta  
Practising Company Secretary  
Membership No. 10040  
CP No. 13580