

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L01132WB1911PLC002077

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCB3341D

(ii) (a) Name of the company

BHATKAWA TEA INDUSTRIES L

(b) Registered office address

2 HARE STREET  
KOLKATA  
West Bengal  
700001  
India

(c) \*e-mail ID of the company

CONTACT@BHATKAWA.COM

(d) \*Telephone number with STD code

03322489916

(e) Website

www.bhatkawatea.com

(iii) Date of Incorporation

17/11/1911

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	The Calcutta Stock Exchange Ltd.	3

(b) CIN of the Registrar and Transfer Agent

U72300WB1999PTC090120

Pre-fill

Name of the Registrar and Transfer Agent

S.K. INFOSOLUTIONS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

D/42, Katju Nagar Colony,  
PO & PS- Jadavpur

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

25/09/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	95.57

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	4,000,000	2,240,000	2,240,000	2,240,000
Total amount of equity shares (in Rupees)	40,000,000	22,400,000	22,400,000	22,400,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	4,000,000	2,240,000	2,240,000	2,240,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	40,000,000	22,400,000	22,400,000	22,400,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	306,626	1,933,374	2240000	22,400,000	22,400,000	

<b>Increase during the year</b>	0	61,726	61726	617,260	617,260	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		61,726	61726	617,260	617,260	
Physical to dematerialise						
<b>Decrease during the year</b>	61,726	0	61726	617,260	617,260	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	61,726		61726	617,260	617,260	
Physical to dematerialise						
<b>At the end of the year</b>	244,900	1,995,100	2240000	22,400,000	22,400,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE794I01013

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor							
Transferor's Name							
	Surname		middle name		first name		
Ledger Folio of Transferee							
Transferee's Name							
	Surname		middle name		first name		

Date of registration of transfer (Date Month Year)							
Type of transfer			1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)				
Ledger Folio of Transferor							
Transferor's Name							
	Surname		middle name		first name		
Ledger Folio of Transferee							
Transferee's Name							
	Surname		middle name		first name		

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

386,016,000

**(ii) Net worth of the Company**

389,628,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,252,786	55.93	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Trust	110,000	4.91	0	
	<b>Total</b>	1,362,786	60.84	0	0

**Total number of shareholders (promoters)**

5

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	147,080	6.57	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	52,388	2.34	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	59,556	2.66	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	618,190	27.6	0	
10.	Others	0	0	0	
	<b>Total</b>	877,214	39.17	0	0

**Total number of shareholders (other than promoters)**

314

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

319

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	10	5
Members (other than promoters)	343	314
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	10.9	0
<b>B. Non-Promoter</b>	0	3	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	3	1	3	10.9	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

6

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PADMANABH JALAN	01651268	Whole-time director	244,090	
RASHMI CHITLANGIA	07171476	Director	0	
KRISHNA PRASAD BAI	00938163	Director	0	
ARJUN MITRA	06967237	Additional director	0	
KRISHNENDU BASU	ADPPB2133D	CFO	0	
DHARINI MEHTA	AMWPD3663N	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ALOK GUPTA	00781993	Director	28/12/2022	CESSATION
ARJUN MITRA	06967237	Additional director	16/12/2022	APPOINTMENT

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM 2022	24/09/2022	356	18	88.33
EOGM	05/11/2022	356	65	87.85

**B. BOARD MEETINGS**

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2022	4	4	100
2	13/08/2022	4	4	100
3	29/09/2022	4	4	100
4	11/11/2022	4	4	100
5	16/12/2022	4	4	100
6	28/12/2022	4	4	100
7	10/02/2023	4	4	100
8	27/03/2023	4	4	100

#### C. COMMITTEE MEETINGS

Number of meetings held

9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/05/2022	3	3	100
2	Audit Committee	13/08/2022	3	3	100
3	Audit Committee	11/11/2022	3	3	100
4	Audit Committee	16/12/2022	3	3	100
5	Audit Committee	10/02/2023	3	3	100
6	Remuneration	16/12/2022	3	3	100
7	Remuneration	10/02/2023	3	3	100
8	Shareholder G	13/08/2022	3	3	100
9	Shareholder G	10/02/2023	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	25/09/2023
								(Y/N/NA)
1	PADMANABH	8	8	100	2	2	100	Yes
2	RASHMI CHIT	8	8	100	9	9	100	Yes
3	KRISHNA PR	8	8	100	8	8	100	Yes
4	ARJUN MITR	3	3	100	2	2	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PADMANABH JALA	WHOLETEIME D	4,323,000	0	0	0	4,323,000
	Total		4,323,000	0	0	0	4,323,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KRISHNENDU BAS	CFO	501,000	0	0	0	501,000
2	DHARINI MEHTA	COMPANY SEC	204,000	0	0	0	204,000
	Total		705,000	0	0	0	705,000

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

- \* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

☒ Yes ☐ No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Shiksha Bhavik Sheth

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

15781

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

PADMANA  
BH JALAN  
Digitally signed by  
PADMANABH JALAN  
Date: 2023.11.23  
15:44:20 +05'30'

DIN of the director

01651268

#### To be digitally signed by

DHARINI  
MEHTA  
Digitally signed by  
DHARINI MEHTA  
Date: 2023.11.23  
15:44:43 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

26814

Certificate of practice number

#### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

#### List of attachments

BTIL List of Shareholders 2023.pdf  
BTIL MGT 8 2023.pdf  
BTIL Cert MR 3 2023.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



### CERTIFICATE

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]*

We have examined the registers, records and books and papers of **BHATKAWA TEA INDUSTRIES LIMITED** (the Company) (CIN - L01132WB1911PLC002077) having its registered office at 2, Hare Street, Nicco House, Kolkata – 700 001, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31.03.2023**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.  
B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its status as “**Active Company**” under the Act;
2. That the Company has duly complied with maintenance of registers/records & making entries therein within the time prescribed there for;
3. That the forms and returns filed with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities are in compliance with the provision of the Act;
4. That the calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the Company on due dates in respect of which, proper notices were given and the proceedings including the circular resolutions, if any, have been properly recorded in the Minute Book/Registers maintained for the purpose of recording the proceedings of the meeting and the same have been duly signed by the chairman of the meeting within stipulated time;
5. The Company has closed the Register of Members and Share Transfer Books during the year under review was in compliance of Section 91 of the Companies Act, 2013.
6. The Company has undertaken all the transaction as per the provisions of section 185 of the Act if any .
7. The Company has entered into contracts or arrangements with related parties as specified in section 188 of the Act if any.
8. The Company has not issued nor allotted any type of security during the period under review.
9. The Company has not declared dividend during the period under review so compliance with section 125 of the Act was not required.
10. Declaration and payment of dividend was as per the provisions of the Act. Unclaimed dividend of Rs. 81,201/- for Financial Year 2013-14 was required to be transferred to Investor Education & Protection Fund during the year which was transferred on 8th February, 2022



11. Signing of audited financial statement and report of directors is as per the provisions of section 134 of The Companies Act, 2013.
12. The Composition of the Board of Directors is as per the provisions of the Act.
13. M/s. Das & Prasad, Chartered Accountants were appointed as the Statutory Auditors of the Company as per the provisions of section 139 of the Act.
14. No approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such authorities under the various provision of the Companies Act, 2013 during the concerned period.
15. The Company has not accepted and/or renewed any deposits during the period under review.
16. No borrowings were made by the Company for which creation or modification of charges were required.
17. No such loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Companies Act, 2013.
18. During the year there has been no change in the Memorandum and Articles of Association of the Company.

**For SB Sheth & Associates**



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**Shiksha Bhavik Sheth**  
**Practising Company Secretary**  
**M No –A28387**  
**C. P. No-15781**  
**Peer Review Certificate No – 2454/2022**  
**UDIN- A028387E001901500**  
**Date : 16.11.2023**  
**Place - Kolkata**





**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2023**

**(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014)**

To  
The Members,  
Bhatkawa Tea Industries Limited  
NICCO HOUSE, 6<sup>th</sup> Floor,  
2, Hare Street,  
Kolkata-700 001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bhatkawa Tea Industries Limited** (hereinafter called the company). Secretarial Audit was conducted in accordance with the Guidance Note issued by the Institute of Company Secretaries of India (a statutory body constituted under the Company Secretaries Act, 1980) and in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, papers, minute books, forms and returns filed and other records maintained by Bhatkawa Tea Industries Limited for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions as may be applicable to the company of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under.
- (iii) The Depositors Act, 1996 and the Regulations and By-laws framed there under.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under.
- (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") (*to the extent applicable to the Company*):-



- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 *(not applicable to the company during the audit period)*
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. *(not applicable to the company during the audit period)*
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 *(not applicable to the company during the audit period)*
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 *(not applicable to the company during the audit period)*
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and *(not applicable to the company during the audit period)*
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 *(not applicable to the company during the audit period)*
- (vi) The Tea Act, 1953 and Tea Warehouse (Licensing) Order, 1989
- (vii) The Tea Rules, 1954

**I have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following

Observations:

*Note: Please report specific non compliances / observations / audit qualification, reservation or adverse remarks in respect of the above para wise.*

N.A.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review are carried out in compliance with the provisions of the Act. Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. The Resolution passed by the Board of Directors and Committees thereof had no dissenting views which were required to be captured and minuted.

**I further report that**

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has not incurred any specific event/action that can have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

This Report is to be read with my letter of even date which is annexed as “Annexure B-1” and forms as an integral part of this Report.

SHIKSHA BHAVIK  
SHETH

Digitally signed by SHIKSHA BHAWK SHETH  
DN: cn=Personal,  
pseudoDn=0322273a671b1d1940507e2b280289f916ae76dd4c70588e1b9e09497a54  
d, 2.5.4.2b=0320371132a5c827be83e2b415e405d4c7443adb767257b9a364648f07  
postalCode=700025, st=WEST BENGAL,  
serialNumber=d977c2b6c3c70960857d808754e654c707c4e488b12536db72763185  
fb, cn=SHIKSHA BHAWK SHETH  
Date: 2023.06.23 16:08:46 +05'30'

**Shiksha Bhavik Sheth**  
**Practising Company Secretary**  
**M No -A28387**  
**C. P. No-15781**  
**Peer Review Certificate No – 2454/2022**  
**\*UDIN-**  
**Date : 23.06.2023**

\*Due to Technical difficulties in ICSI Udin Site , UDIN OF BHATKAWA TEA INDUSTRIES LIMITED having CIN L01132WB1911PLC002077 is not generated and the same is intimated to the Institute. On restoration of the Site, UDIN shall be generated.



**ANNEXURE “B-1”**

(to the Secretarial Audit Report of Bhatkawa Tea Industries Limited for the financial year ended 31<sup>st</sup> March, 2023)

To  
The Members  
Bhatkawa Tea Industries Limited  
NICCO HOUSE, 6<sup>th</sup> Floor,  
2, Hare Street  
Kolkata-700 001

My Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2023 of even date is to be read along with this letter.

1. It is the responsibility of the management of the Company to maintain the Secretarial records and to devise proper systems to ensure compliance of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively. The Compliance of the provisions of the Act, and other applicable laws, rules, regulations, standards is the responsibility of management. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
4. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
5. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.



**SHIKSHA B SHETH, B.Com, M. Com, ACS, LLB**  
**Practicing Company Secretary**

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6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

SHIKSHA BHAVIK SHETH

SHIKSHA BHAVIK SHETH  
Practising Company Secretary  
M No - A28387  
C. P. No - 15781  
Peer Review Certificate No - 2454/2022  
\*UDIN-

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**Shiksha Bhavik Sheth**  
**Practising Company Secretary**  
**M No -A28387**  
**C. P. No-15781**  
**Peer Review Certificate No - 2454/2022**  
**\*UDIN-**  
**Date : 23.06.2023**

\*\*Due to Technical difficulties in ICSI Udin Site , UDIN OF BHATKAWA TEA INDUSTRIES LIMITED having CIN L01132WB1911PLC002077 is not generated and the same is intimated to the Institute. On restoration of the Site, UDIN shall be generated.

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**Address: 3A, Mangoe Lane, 4th Floor, Kolkata- 700001**  
**(M) +91 9330034122 / +91 9903531222**  
**Email Id - [csshikshasheth@gmail.com](mailto:csshikshasheth@gmail.com) / [csshikshasheth@yahoo.com](mailto:csshikshasheth@yahoo.com)**

**BHATKAWA TEA INDUSTRIES LIMITED**  
**LIST OF SHAREHODLERS AS ON 31.03.2023**

<b>SI No</b>	<b>NAME</b>	<b>No. of shares</b>
1	ARUNA G DAGA	5
2	DILIP KUMAR SEN	1
3	USHA RANI	100
4	PRAMOD KUMAR SHARMA	100
5	KISHORE KUMAR AGARWAL	500
6	JAYANTA KUMRA MUKHERJEE	200
7	NIGHTANGLE FISCAL PRIVATE LIMITED	600
8	SUJAY SARKAR	420
9	NILADRI CHATTERJEE	6
10	AJAY KUMAR KAKRANIA	500
11	GITA MOHATA	100
12	NITU THARD	500
13	BAISAKHI LAHA	100
14	GOVIND MAZUMDER	100
15	SHANTANA BHATTACHARYA	1400
16	HEMANT KUMAR THARD	500
17	JUTHIKA CHATTERJEE	700
18	SUBIR KUMAR BASU	100
19	SIPRA SEAL	5
20	SAILENDRA LAL SEAL	30
21	SATYA NARAYAN PAL	7
22	NARAYAN PRASAD AGARWALLA	1400
23	YATI RAJ KARWA	60
24	SANTOSH KUMAR DAS	50
25	AJIT KUMAR BHUWALKA	700
26	SHARMILA CHANDRA	20
27	SAIBAL KUMAR DUTTA	6
28	SATYA NARAYAN PAL	1
29	AMIT KUMAR BANERJEE	1
30	ARIJIT KUMAR BANERJEE	1
31	CLIVE NEVIL CONI	14
32	B L JALAN	280
33	BHUBON MOHAN GHOSE	70
34	AMALENDU BASU	14
35	AMAR NATH CHANDRA	224
36	BANK OF INDIA	12600
37	CENTRAL BANK INDIA	30800
38	DINESH CHANDRA CHANDA	70
39	ASHALATA DASSI	2653
40	BHAWANI SHANKAR TIJORIWALA	1400
41	BANK OF INDIA	4200
42	BISWANATH PRASAD	1400
43	BALAI CHAND DE	300
44	BULBULI DE	50

45	CHHAYA RANI GHOSH	1400
46	CHANDAN GHOSH	1400
47	CHANDI CHARAN DE	1200
48	DEVENDRA BAJORIA	4200
49	GITI BANERJEE	1200
50	DALIA DE	300
51	GAUTAM KUMAR DE	50
52	JAMUNESH CHANDRA CHATTERJEE	1400
53	KALYANI MANGAL	1400
54	KAMALA DEVI	1400
55	KRISHNA KUMAR SINGH CHOWDHURY	1400
56	MAKHANLAL SARAF	1400
57	CHHATRA DHAR MULLICK	600
58	NAYAN RANJAN PAUL	1400
59	NRIPENDRA NATH HALDER	1400
60	MONORAMA DE	200
61	NATHMAL KEDIA	300
62	PRABHULAL LALUBHAI SHAH	1400
63	PRASANTA KUMAR BANERJEE	12600
64	PRANAB KUMAR DIRGHANGI	300
65	PRATAP KUMAR DIRGHANGI	490
66	RENUKA DEVI CHOWDHURY	1400
67	REBA RANI DE	1388
68	RATNA ADVANI	1400
69	SITARAM PANNALAL	1400
70	SALIL KUMAR BANERJEE	700
71	SUBODH CHANDRA DERROY	1400
72	SUBHA SEN	1400
73	SIKHA DHAR	1300
74	SASANKA SEKHAR DE	300
75	JAYANT KUMAR MUKHERJEE	1200
76	SAMARENDRA NARAIN BASAK	350
77	SHIB NARAYAN BASAK	350
78	CHAU FOON WA	1400
79	SANKAR NATH ROY	147
80	BISHWANATH BHADRA	280
81	BELA RANI CHANDRA	260
82	DEVRAJ BALI	280
83	LLOYD AMELIA IRENE	7980
84	I A LLOYD	2940
85	INDRA JALAN	3486
86	JADAVPUR UNIVERSITY	9296
87	LAXMINIWAS SOMANI	280
88	L AMLAPOORNI	140
89	LAKHAT RAI JAIN	105
90	MADHAV LAL KEDIA	70
91	OMPRAKASH BALI	260
92	PRATIVA DUTT	224

93	P V SIVAN NAIR	336
94	RADHEY SHYAM SHARMA	70
95	RUKMA KUMAR JALAN	70
96	RAKESH KUMAR MALANI	21
97	SURAJ RATAN MOHTA	14
98	SHYAMALI DAS MAZUMDAR	168
99	SURAJ MAL SHARMA	70
100	SITARAM KAVIRAJ	70
101	SALIL KUMAR DUTT	224
102	SUJIT PAUL	70
103	T V SRINIVASAN	14
104	UNITED BANK OF INDIA	56
105	SATYA BALI	280
106	PRASUN DEV DIRGHANGI	700
107	SUNIL KUMAR DE	224
108	KANMAL MEHTA	200
109	RAJU BHANDARI	400
110	SAKUNTALA KEDIA	600
111	KUSUM HARLALKA	700
112	RUPA BANERJEE	700
113	BRIGHTMAN GEORGE FRE	4200
114	ALEXY IVAN	2100
115	STODDART MCBAIN MARG	6804
116	NANCY EVELYN CORBETT	2772
117	CORBET WILLIAM THOMA	2772
118	MAHOMED ESSOP MIA	4200
119	SANDEEP BANERJEE	700
120	RAJ KUMAR SEAL	1400
121	INDRA KUMAR BAGRI	60
122	MADHU JAJODIA	70
123	TAPASI GANGULY	1400
124	HANUMAN MAL DUGAR	300
125	SURESH KUMAR JALAN	600
126	SUDHANSHU SAHA	100
127	DEBASISH RAY	100
128	ALLEN ENID KATHLEEN	4900
129	FRAINY PERCY MISTRI	1400
130	AZAM G H ARIFF	1400
131	SAROJENDRA PRASAD BAGCHI	350
132	JATADHARI BANERJEE	140
133	SABITA BOSE	700
134	PURNIMA BRAHMACHARI	700
135	DHUNBAI MANEKJI CAMA	1400
136	CENTRAL BANK INDIA	8400
137	JUTHIKA CHOWDHURY	350
138	SUDHI CHANDRA CHOWDHURY	252
139	CHANDRA NATH DAS	70
140	AVABAI DINSHAW DASTUR	1400



141	NALINI KUMAR DEY	70
142	CHANDRA JYOTI DEVI	168
143	NAGENDRA BALA DEBYA (DECEASED)	434
144	SAMBHU NATH DEY	700
145	PURUSHOTTAM LAL DHANUKA	56
146	SUDHANSU PRAKASH GANGULI	350
147	JIMMY GAZDAR	2800
148	INDUBALA GHOSE	700
149	RADHA RAMAN GHOSH	70
150	SUSHILA BALA GHOSH	700
151	KIRON BALA DASGUPTA	105
152	NAGENDRA NATH SENGUPTA	700
153	KAPIL DEV KAK	84
154	VIJENDRA NARAIN KAK	56
155	HOMAI KAIKHUSHROO LENTIN	1400
156	DIDAR MOHAMED	140
157	SAILENDRANATH MAZUMDAR	280
158	MANGAL & COMPANY PVT LTD	28
159	BELA MAZUMDAR	210
160	DHANLAXMI R MEHTA	420
161	ANUKUL CHANDRA MUKHERJEE	350
162	HARENDRA NATH MUKHERJEE	140
163	SOVA PYNE	21
164	AMARENDRA KRISHNA ROY	210
165	DILIP KUMAR ROY	70
166	SARASI KUMAR ROY	70
167	BASUDEV SAMANTA	700
168	HARAN CHANDRA SANYAL	700
169	JAL FRAMJI SEARVAI	2800
170	ASHOK KUMAR SEN	700
171	KAOOS RUSTOM SETHNA	1400
172	AGRAHARA PADMANABH SRINIVASA	476
173	STATE BANK OF INDIA	700
174	ATMARAM BOGHILAL SUTARIA	1400
175	BHUPESH CHANDRA THAKURTA	350
176	RAM SWARUP DEOTADIN TIWARI	700
177	UNITED BANK OF INDIA	1400
178	MALLARAJ URS	700
179	VADWDA MOHAMED BIBI F	1750
180	WATT A BENJAMIN	700
181	KALACHAND DASGUPTA	105
182	PANKAJ CHANDRA UKIL BANERJEE	112
183	APARNA BANERJEE	700
184	DHIRENDRA NATH MUKHERJEE	196
185	MINATI BANERJEE	70
186	CHITRA REKHA DASGUPTA	70
187	SUKHDEV MUKHERJEE	7
188	SUKH KUMAR KAK	350

189	SYMES BERNARD CECIL	2800
190	NORTH WESTERN CACHAR TEA COMPANY LIMITED	2100
191	DENA BANK	1400
192	PURNA CHANDRA BAROOAH	1400
193	RAVINDRA NATH KAK	98
194	SUBODH KUMAR GHOSE	700
195	SAMIR KUMAR MUKHERJEE	196
196	MIHIR KUMAR MUKHERJEE	196
197	PRADIP KUMAR MUKHERJEE	196
198	SHANTILLAL JAIN	700
199	H M P TEA LIMITED	700
200	PARAS NATH SINGH	350
201	SHEO KUMAR SHARMA	350
202	J GURU RAJA RAO	350
203	BAL KRISHNA SHARMA	350
204	RAJESH MARODIA	350
205	SAILENDRA LAL SEAL	280
206	TAPAN KUMAR SINHA	350
207	SAMIR KUMAR SARKAR	350
208	BIHARILAL TULSIYAN	50
209	DILIP KUMAR BISWAS	350
210	MONORAMA DE	35
211	RAMAWATAR KAYAN	350
212	WEBB APTHORPE N J	7000
213	BALAI CHAND DE	35
214	UMA SHANKAR LALL	77
215	A W FIGGIS & COMPANY PRIVATE LIMITED	1400
216	BANWARI LAL SINGHAL	35
217	PRADIP KUMAR NAN	60
218	NARESH CHANDRA DE	707
219	PRANAB KUMAR GHOSAL	7
220	ASHIS BANDHU GUHA	7
221	REBA RANI DE	14
222	INDRANI MUKHERJEE	7
223	DULAL BATTACHARYA	7
224	BIRENDRA NARAYAN BASAK	21
225	SUNITA MOHTA	7
226	BASANTA KUMAR MOHTA	7
227	RAJ KUMAR MOHTA	7
228	SHIB NARAYAN BASAK	28
229	SAMARENDRA BASAK	21
230	RINA BANERJEE	7
231	GAUTAM KUMAR DE	1
232	NIRMALA LALL	105
233	JUTHIKA CHOWDHURY	350
234	BELA PAUL CHOUDHURY	196
235	BINOD DALMIA	14
236	JASWANT KUMAR SHARMA	70

237	ARUNA DUTT	6
238	KANWARLAL NAHATA	70
239	PRANAB KUMAR DUTT	7
240	ARIJIT CHOWDHURY	1400
241	TAPATI KARMAKAR	7
242	GIRDHARILAL SARAF	1100
243	SUDHENDU NATH GHOSH	210
244	TARACHAND TAWAR	100
245	MINAKSHI JALAN	574544
246	Santosh Kumar Das	50
247	Indra Kumar Bagri	52
248	Indra Kumar Bagri	800
249	SRIKANTA MONDAL	20
250	SHASI KALA SARAOGI	1300
251	KAMAL KUMAR BUBNA	600
252	POOJA BUBNA	600
253	PRATULYA BUBNA	400
254	ANUVRINDA BUBNA	400
255	Yati Raj Karwa	70
256	CHANDRA SHASHI	3400
257	MANJULA DEVI	200
258	VINOD KUMAR KEDIA	1400
259	RAJESH KUMAR SHAW	1
260	ASWINI KUMAR SHAW	1
261	RAJESH KUMAR SHAW	1
262	ASWINI KUMAR SHAW	1
263	SUSHIL KUMAR SUKHANI	2
264	PINKY JAIN	70
265	MOHAMMED FAIQ ASRAR	500
266	C M TAHUR ABRAR	800
267	PRAKASH VIJAYRAJ JAIN	500
268	LALITHA BOHRA	2970
269	ASWINI KUMAR SHAW	1
270	RAJESH KUMAR SHAW	1
271	RAJESH KUMAR SHAW	1
272	P P ZIBI JOSE	200
273	SURESH KUMAR SOMANI	700
274	KRISHNENDU BOSE	1
275	SUDARSHAN JALAN	337908
276	SHIVANK JALAN FAMILY TRUST	110000
277	SUPRIYO KUMAR BANERJEE	200
278	RAJESH KUMAR SHAW	1
279	RAJESH KUMAR SHAW	1
280	ASWINI KUMAR SHAW	1
281	MAHENDRA GADIA	14
282	SHAH NAYAN PRAVINKUMAR	1500
283	KHUSHBOO NAYAN SHAH	100
284	SHAH PARESH CHIMANLAL	20

285	SAKTI BRATA MONDAL	5
286	CHANDRAVATI GATTANI	10
287	RAJU BHANDARI	1000
288	AMIT KUMAR BANERJEE	4
289	MAHENDRA GIRDHARILAL	618
290	PRABODH GUPTA	3000
291	DAYAL DAS	100
292	SHYAMALESH CHATTERJEE	98
293	ASWINI KUMAR SHAW	1
294	ASWINI KUMAR SHAW	1
295	HANUMAN MAL DUGAR	300
296	DEV KUMAR KOTHARI	700
297	RAJENDER KUMAR	200
298	MALAY MUKHOPADHYAY	10
299	RAJESH KUMAR SHAW	1
300	RAJESH KUMAR SHAW	1
301	ASWINI KUMAR SHAW	1
302	ASWINI KUMAR SHAW	1
303	RAJESH KUMAR SHAW	1
304	RAJESH KUMAR SHAW	1
305	THE SABRINA EXPORTERS AND IMPORTERS PVT LTD	3020
306	UPHAAR FINANCIAL SERVICES PVT LTD	166109
307	BHAKTI EXIM PRIVATE LTD	100700
308	QUALITY TEA PRODUCING CO. PVT. LTD.	1400
309	M/S KIRTI INDUSTRIAL COMPANY LIMITED	316105
310	LAKEVIEW DEALERS PRIVATE LIMITED	14500
311	ARMS SECURITIES PVT LTD	238
312	MANORAMA INDUSTRIAL AND TECHNICAL SERVICES PRIVATE LIMITED	14
313	HANUMAN SHARE & STOCK BROKERS LIMITED	480
314	OCEANIC INVESTMENTS LIMITED	1400
315	SUDARSHAN JALAN HUF	96244
316	ARUNDHATI BISWAS	1
317	AMAR CHAND BISWAS	1
318	RAJESH KUMAR SHAW	1
319	ASWINI KUMAR SHAW	1
320	ASWINI KUMAR SHAW	1
321	RAJESH KUMAR SHAW	1
322	MOLINA BISWAS	100
323	ANAND KUMAR JAGNANY	350
324	SUMAN KUMARI SHAW .	10
325	RASHMI SHAW .	1
326	PADMANABH JALAN	244090
327	BARUN BARAN MITRA	2800
328	ANUJ SHANTILAL BADIJATE	1400
329	RAJENDRA JHANWAR	100
330	MADHAVI TAPARIA	33
331	ABHIJIT MUKHOPADHYAY .	100

332	RITA NUNDY	14
333	PRABHAKAR GUPTA	200
334	RAJESH KUMAR SHAW .	2
335	ASWINI KUMAR SHAW .	1
336	ASWINI KUMAR SHAW	1
337	ASWINI KUMAR SHAW	1
338	SRI KANTA MONDAL	5
339	RATNA BANERJEE	1
340	SHIMA BHATTACHARYYA	1
341	DILIP KUMAR DEY	100
342	RAJESH KUMAR SHAW	1
343	RAJESH KUMAR SHAW	1
344	ASWINI KUMAR SHAW	1
345	ASWINI KUMAR SHAW	1
346	RAJESH KUMAR SHAW	1
347	RAJESH KUMAR SHAW	1
348	RAJESH KUMAR SHAW	1
349	RAJESH KUMAR SHAW	1
350	ASWINI KUMAR SHAW	1
351	ASWINI KUMAR SHAW	1
352	RAJESH KUMAR SHAW	10
353	SAIBAL KUMAR DUTT	60
354	MOOL CHAND CHORADIA (HUF)	8
355	RAJESH KUMAR SHAW HUF .	1
356	ASWINI KUMAR SHAW HUF .	1
		2240000

FOR BHATKAWA TEA INDUSTRIES LIMITED

**DHARINI  
MEHTA**

**DHARINI MEHTA  
COMPANY SECRETARY**

Digitally signed by  
DHARINI MEHTA  
Date: 2023.11.23  
12:53:31 +05'30'