

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

CO*****WA.COM

(d) *Telephone number with STD code

03*****16

(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 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

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

(a) If yes, date of AGM

18/09/2024

(b) Due date of AGM

30/09/2024

(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	92

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	244,900	1,995,100	2240000	22,400,000	22,400,000	

Increase during the year	0	0	0	1,257,550	1,257,550	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				1,257,550	1,257,550	
Physical to dematerialise						
Decrease during the year	0	0	0	1,257,550	1,257,550	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				1,257,550	1,257,550	
Physical to dematerialise						
At the end of the year	244,900	1,995,100	2240000	22,400,000	22,400,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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						
Decrease during the year	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

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

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		<input type="text"/>
Date of registration of transfer (Date Month Year)		<input type="text"/>
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

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

442,796,000

(ii) Net worth of the Company

524,073,000

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	
	Total	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	75,306	3.36	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	3,486	0.16	0	
2.	Government				
	(i) Central Government	121,181	5.41	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)	617,685	27.58	0	
10.	Others	0	0	0	
	Total	877,214	39.17	0	0

Total number of shareholders (other than promoters)

168

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

173

**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	5	5
Members (other than promoters)	314	168
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
A. Promoter	1	0	1	0	10.9	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	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	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

0

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)

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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM 2023	25/09/2023	210	18	87.71

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/05/2023	7	7	100
2	12/08/2023	7	7	100
3	09/10/2023	7	7	100
4	09/11/2023	7	7	100
5	19/12/2023	7	7	100
6	09/02/2024	7	7	100
7	12/02/2024	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

6

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	29/05/2023	3	3	100
2	Audit Committee	12/08/2023	3	3	100
3	Audit Committee	09/11/2023	3	3	100
4	Audit Committee	12/02/2024	3	3	100
5	Remuneration	09/11/2023	3	3	100
6	Shareholder G	12/02/2024	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	18/09/2024
								(Y/N/NA)
1	PADMANABH	7	7	100	1	1	100	Yes
2	RASHMI CHIT	7	7	100	6	6	100	Yes
3	KRISHNA PR	7	7	100	6	6	100	Yes

4	ARJUN MITRA	7	7	100	5	5	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	4,753,000	0	0	0	4,753,000
	Total		4,753,000	0	0	0	4,753,000

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	519,000	0	0	0	519,000
2	DHARINI MEHTA	COMPANY SEC	212,000	0	0	0	212,000
	Total		731,000	0	0	0	731,000

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. ... 5 dated 12/08/2024

(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:

- 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.
- 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 PADMANA BH JALAN Date: 2024.11.14 16:15:45 +05'30'

DIN of the director

0*6*1*6*

To be digitally signed by

DHARINI MEHTA Digitally signed by DHARINI MEHTA Date: 2024.11.14 16:16:07 +05'30'

- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number

2*8*4

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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

BTIL List of Shareholders 2024.pdf

BTIL MGT 8 FY 2024.pdf

BTIL_SAR_MR-3.pdf

BTIL_Designated person.pdf

Bhatkawa Tea Annual Report 2024.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



MGT 8 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 **31.03.2024**. 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, subject to the following representations –

- a. I have not verified the correctness of the financial records and Books of Accounts of the Company. For financial records, we have relied on the Audited Financial statements as approved by the Board, signed by Statutory Auditors of the Company and adopted by shareholders of the Company.
- b. Wherever required, I have obtained Management representation about the Compliance of Laws, Rules and Regulations as per Companies Act 2013 and happening of various events etc, at the Company and relied on the same ;
- c. With the serial number XII of the form pertaining to details of penalty and punishment imposed on Company / directors /officers and details of compounding of offences we relied on the records of the Company and representations of the Company and officer.

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. 86,175/- for Financial Year 2015-16 was required to be transferred to Investor Education & Protection Fund during the year which was transferred on 31st January, 2024.
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. Borrowings were made by the Company for which creation or modification of charges were required and Company has done filing as per Companies Act 2013.
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



Shiksha Bhavik Sheth
Practising Company Secretary
M No –A28387
C. P. No-15781
Peer Review Certificate No – 2454/2022
UDIN- A028387F001686813
Date : 22.10.2024
Place - Kolkata



SB SHETH & ASSOCIATES

Company Secretaries

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

(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, 6th Floor,
2, Hare Street,
Kolkata - 700001

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 31st March, 2024 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 31st March, 2024 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)



Address: Alankar Building, 58A, Padda Pukur Road, Ground Floor, Kolkata - 700020
Mobile: 9330034122 / 8910423389

Email Id.: csshikshasheth@gmail.com / shikshashethcs@gmail.com

- (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.

Place: Kolkata
Date: 20.06.2024
UDIN: A028387F000594799



**For SB Sheth & Associates
Company Secretaries**

A handwritten signature in blue ink, appearing to read "S. Sheth".

**Shiksha Bhavik Sheth
Proprietor
ACS: A28387, C.P. No.: 15781
PR No.: 2454/2022**



SB SHETH & ASSOCIATES

Company Secretaries

ANNEXURE "B-1"

(to the Secretarial Audit Report of Bhatkawa Tea Industries Limited for the financial year ended 31st March, 2024)

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

My Secretarial Audit Report for the financial year ended 31st March, 2024 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.
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.

Place: Kolkata
Date: 20.06.2024
UDIN: A028387F000594799



For SB Sheth & Associates
Company Secretaries

S. Sheth
Shiksha Bhavik Sheth
Proprietor
ACS: A28387, C.P. No.: 15781
PR No.: 2454/2022

Address: Alankar Building, 58A, Padda Pukur Road, Ground Floor, Kolkata – 700020
Mobile: 9330034122 / 8910423389

Email Id.: csshikshasheth@gmail.com / shikshashethcs@gmail.com

BHATKAWA TEA INDUSTRIES LIMITED

Trustea Certificate Company I CIN : L01132WB1911PL002077

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON MONDAY, 12TH AUGUST 2024 AT ITS REGISTERED OFFICE AT NICCO HOUSE, 6TH FLOOR, 2 HARE STREET, KOLKATA – 700 001 AT 11.00 AM.

TO APPOINT “DESIGNATED PERSON” FOR FURNISHING INFORMATION TO THE REGISTRAR OF COMPANIES OR ANY SUCH OTHER AUTHORITY WITH RESPECT TO BENEFICIAL INTERESTS IN THE SHARES OF THE COMPANY

The Chairman informed Board that the Companies (Management and Administration) Second Amendment Rules, 2023 was notified by the MCA which has been effective from 27th October, 2023. Pursuant to the Rule 4, every company shall designate a person who shall be responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the company. After a brief discussion, the Board has passed following resolution with unanimous consent:

“RESOLVED THAT pursuant to the provisions of Section 89 and 90 of the Companies Act, 2013; the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder; the consent of the Board of Directors be and is hereby accorded to appoint Mrs.Dharini Mehta, Company Secretary of the Company as the Designated Person for furnishing information to the Registrar of Companies or any such other Authority with respect to beneficial interests in the shares of the Company.”

Details of Designated person as per as per rule 9 (4) of Companies (Management and Administration Rules), 2014.

Sr. No.	Particulars	Details
1	Full Name	DHARINI MEHTA
2	Designation	COMPANY SECRETARY
3	Address	2, Hare Street, Nicco House, Kolkata – 700 001
4	Contact No.	033-22485431
5	Email ID	contact@bhatkawa.com

For BHATKAWA TEA INDUSTRIES LIMITED


Padmanabh Jalan
(Wholetime Director)
(DIN- 01651268)



BHATKAWA TEA INDUSTRIES LIMITED

LIST OF SHAREHOLDERS AS ON 31.03.2024

First Name	Middle Name	Last Name	Number of Shares held	Class of Shares
USHA		RANI	100	Equity share
KISHORE	KUMAR	AGARWAL	500	Equity share
JAYANTA	KUMRA	MUKHERJEE	200	Equity share
SUJAY		SARKAR	420	Equity share
NILADRI		CHATTERJEE	6	Equity share
AJAY	KUMAR	KAKRANIA	400	Equity share
BAISAKHI		LAHA	100	Equity share
SAILENDRA	LAL	SEAL	30	Equity share
SATYA	NARAYAN	PAL	7	Equity share
NARAYAN	PRASAD	AGARWALLA	1400	Equity share
SANTOSH	KUMAR	DAS	50	Equity share
AJIT	KUMAR	BHUWALKA	700	Equity share
SHARMILA		CHANDRA	20	Equity share
SAIBAL	KUMAR	DUTTA	6	Equity share
SATYA	NARAYAN	PAL	1	Equity share
AMIT	KUMAR	BANERJEE	1	Equity share
ARIJIT	KUMAR	BANERJEE	1	Equity share
AMALENDU		BASU	14	Equity share
AMAR	NATH	CHANDRA	224	Equity share
BANK	OF	INDIA	12600	Equity share
CENTRAL	BANK	INDIA	30800	Equity share
BANK	OF	INDIA	4200	Equity share
BALAI	CHAND	DE	300	Equity share
BULBULI		DE	50	Equity share
CHANDI	CHARAN	DE	1200	Equity share
DEVENDRA		BAJORIA	2613	Equity share
GITI		BANERJEE	1200	Equity share
DALIA		DE	300	Equity share
GAUTAM	KUMAR	DE	50	Equity share
KALYANI		MANGAL	1400	Equity share
MONORAMA		DE	200	Equity share
PRASANTA	KUMAR	BANERJEE	12600	Equity share
PRANAB	KUMAR	DIRGHANGI	300	Equity share
PRATAP	KUMAR	DIRGHANGI	490	Equity share
SUBHA		SEN	1400	Equity share
SASANKA	SEKHAR	DE	300	Equity share
JAYANT	KUMAR	MUKHERJEE	1200	Equity share
SAMARENDRA	NARAIN	BASAK	350	Equity share
SANKAR	NATH	ROY	147	Equity share
BISHWANATH		BHADRA	280	Equity share

INDRA		JALAN	3486	Equity share
JADAVPUR		UNIVERSITY	9296	Equity share
PRATIVA		DUTT	224	Equity share
RADHEY	SHYAM	SHARMA	70	Equity share
RAKESH	KUMAR	MALANI	21	Equity share
SALIL	KUMAR	DUTT	224	Equity share
SUJIT		PAUL	70	Equity share
UNITED	BANK	OF	56	Equity share
SATYA		BALI	280	Equity share
PRASUN	DEV	DIRGHANGI	700	Equity share
RUPA		BANERJEE	700	Equity share
SANDEEP		BANERJEE	700	Equity share
RAJ	KUMAR	SEAL	1400	Equity share
INDRA	KUMAR	BAGRI	60	Equity share
MADHU		JAJODIA	70	Equity share
HANUMAN	MAL	DUGAR	300	Equity share
SURESH	KUMAR	JALAN	600	Equity share
SUDHANSHU		SAHA	100	Equity share
DEBASISH		RAY	100	Equity share
FRAINY	PERCY	MISTRI	1400	Equity share
AZAM	G	H	1400	Equity share
CENTRAL	BANK	INDIA	8400	Equity share
PURUSHOTTA M	LAL	DHANUKA	56	Equity share
MANGAL		COMPANY	28	Equity share
JAL	FRAMJI	SEARVAI	2800	Equity share
STATE	BANK	OF	700	Equity share
ATMARAM	BOGHILAL	SUTARIA	1400	Equity share
UNITED	BANK	OF	1400	Equity share
SUKH	KUMAR	KAK	350	Equity share
NORTH	WESTERN	CACHAR	2100	Equity share
DENA		BANK	1400	Equity share
H	M	P	700	Equity share
SAILENDRA	LAL	SEAL	280	Equity share
MONORAMA		DE	35	Equity share
BALAI	CHAND	DE	35	Equity share
BANWARI	LAL	SINGHAL	35	Equity share
PRANAB	KUMAR	GHOSAL	7	Equity share
REBA	RANI	DE	14	Equity share
INDRANI		MUKHERJEE	7	Equity share
DULAL		BATTACHARYA	7	Equity share
BIRENDRA	NARAYAN	BASAK	21	Equity share
SUNITA		MOHTA	7	Equity share
SAMARENDRA		BASAK	21	Equity share
GAUTAM	KUMAR	DE	1	Equity share
NIRMALA		LALL	105	Equity share

BELA	PAUL	CHOUDHURY	196	Equity share
ARUNA		DUTT	6	Equity share
PRANAB	KUMAR	DUTT	7	Equity share
ARIJIT		CHOWDHURY	1400	Equity share
SUDHENDU	NATH	GHOSH	210	Equity share
ARMS	SECURITIES	PVT	238	Equity share
HANUMAN	SHARE		480	Equity share
OCEANIC	INVESTMENTS	LIMITED	1400	Equity share
QUALITY	TEA	PRODUCING	1400	Equity share
UPHAAR	FINANCIAL	SERVICES	166109	Equity share
KAMAL	KUMAR	BUBNA	600	Equity share
RAJIV		MAHESHWARI	8	Equity share
MAHENDRA		GIRDHARILAL	618	Equity share
P	P	ZIBI	700	Equity share
LAKEVIEW	DEALERS	PRIVATE	14500	Equity share
MAHENDRA		GADIA	14	Equity share
BHAKTI	EXIM	PRIVATE	100700	Equity share
MS	KIRTI	INDUSTRIAL	316105	Equity share
THE	SABRINA	EXPORTERS	3020	Equity share
MANORAMA	INDUSTRIAL	AND	14	Equity share
SUDARSHAN	JALAN	HUF	96244	Equity share
RAJENDER		KUMAR	200	Equity share
TRADE	UNLISTED	PRIVATE	1595	Equity share
MOHAMMED	FAIQ	ASRAR	500	Equity share
SHIVANK	JALAN	FAMILY	110000	Equity share
RAJESH	KUMAR	SHAW	1	Equity share
KUSUM		HARLALKA	700	Equity share
ASWINI	KUMAR	SHAW	1	Equity share
ANUJ	SHANTILAL	BADJATE	1400	Equity share
TARACHAND		TAWAR	100	Equity share
PRAKASH	VIJAYRAJ	JAIN	500	Equity share
AMAR	CHAND	BISWAS	1	Equity share
ANAND	KUMAR	JAGNANY	350	Equity share
DILIP	KUMAR	DEY	100	Equity share
MINAKSHI		JALAN	574544	Equity share
SUDARSHAN		JALAN	337908	Equity share
RITA		NUNDY	14	Equity share
LALITHA		BOHRA	2970	Equity share
RAJENDRA		JHANWAR	100	Equity share
PRABHAKAR		GUPTA	200	Equity share
BARUN	BARAN	MITRA	2800	Equity share
CHANDRAVATI		GATTANI	10	Equity share
Indra	Kumar	Bagri	852	Equity share
HANUMAN	MAL	DUGAR	300	Equity share
SHAH	PARESH	CHIMANLAL	20	Equity share
MALAY		MUKHOPADHYAY	10	Equity share

RAJU		BHANDARI	1000	Equity share
POOJA		BUBNA	600	Equity share
PRABODH		GUPTA	3000	Equity share
MANJULA		DEVI	200	Equity share
C	M	TAHUR	800	Equity share
MADHAVI		TAPARIA	33	Equity share
ABHIJIT		MUKHOPADHYAY	100	Equity share
VINOD	KUMAR	KEDIA	1400	Equity share
PADMANABH		JALAN	244090	Equity share
DEV	KUMAR	KOTHARI	700	Equity share
SHYAMALES		CHATTERJEE	98	Equity share
SUPRIYO	KUMAR	BANERJEE	200	Equity share
SAIBAL	KUMAR	DUTT	60	Equity share
SHASI	KALA	SARAOGI	1300	Equity share
SHIMA		BHATTACHARYYA	1	Equity share
KRISHNENDU		BOSE	1	Equity share
MOLINA		BISWAS	100	Equity share
DILIP	KUMAR	SEN	1	Equity share
AMIT	KUMAR	BANERJEE	4	Equity share
RATNA		BANERJEE	1	Equity share
BIRENDRA	NARAYAN	BASAK	350	Equity share
Yati	Raj	Karwa	70	Equity share
Santosh	Kumar	Das	50	Equity share
SAKTI	BRATA	MONDAL	5	Equity share
SRI	KANTA	MONDAL	25	Equity share
ARUNDHATI		BISWAS	1	Equity share
CHANDRA		SHASHI	3400	Equity share
SAMARENDRA	NARAYAN	BASAK	28	Equity share
SURESH	KUMAR	SOMANI	700	Equity share
PINKY		JAIN	70	Equity share
SUSHIL	KUMAR	SUKHANI	2	Equity share
SHAH	NAYAN	PRAVINKUMAR	1500	Equity share
RAJESH	KUMAR	SHAW	30	Equity share
ASWINI	KUMAR	SHAW	17	Equity share
SUMAN	KUMARI	SHAW	10	Equity share
KHUSHBOO	NAYAN	SHAH	1400	Equity share
PRATULYA		BUBNA	400	Equity share
DAYAL		DAS	100	Equity share
ANUVRINDA		BUBNA	400	Equity share
KUNAL	K	SHAH	100	Equity share
INVESTOR	EDUCATION	AND	121181	Equity share
RASHMI		SHAW	1	Equity share