



## DHUNSERI TEA & INDUSTRIES LIMITED

(Formerly known as Dhunseri Services Limited)

CIN:L15500WB1997PLC085661

Regd. Office: Dhunseri House, 4A, Woodburn Park, Kolkata-700020

Phone: 2280-1950(5 Lines); Fax: 91-33-2287 8350 / 9274

Website: www.dhunseritea.com • E-mail: mail@dhunseritea.com

### NOTICE

NOTICE is hereby given that the 18th Annual General Meeting (AGM) of the Members of DHUNSERI TEA & INDUSTRIES LIMITED will be held on Friday, the 14th day of August, 2015 at 'Kala Kunj', Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata 700017 at 10.30 a.m. to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements (including audited Consolidated Financial Statements) for the financial year ended 31st March, 2015 and the Reports of the Directors' and Auditors' thereon.
2. To declare a dividend of ₹7.50 per equity share for the financial year ended 31st March, 2015.
3. To appoint a director in place of Mr. Mrigank Dhanuka (DIN 00005666) who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of M/s. Lovelock & Lewes, Chartered Accountants, Kolkata (Firm Registration No.301056E) as approved by the Members at the 17th Annual General Meeting as Statutory Auditors' of the Company, to hold office until the conclusion of 22nd Annual General Meeting, and that the Board of Directors be and are hereby authorised to fix their remuneration as recommended by the audit committee for the financial year ending 31st March, 2016.

#### SPECIAL BUSINESS:

5. To appoint Mr. Chandra Kumar Dhanuka (DIN: 00005684) as Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Chandra Kumar Dhanuka (DIN: 00005684) as Managing Director of the Company, for a

period of 5 (five) years with effect from 9th September, 2014, on the terms and conditions including remuneration as contained in the agreement entered into between the Company and Mr.Chandra Kumar Dhanuka, and also set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Chandra Kumar Dhanuka, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED further that in case of no profits or inadequacy of profits in any financial year minimum remuneration as specified in the aforesaid agreement shall be paid to Mr.Chandra Kumar Dhanuka.

RESOLVED further that the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To appoint Mr.Basudeo Beriwal (DIN: 00118319 ) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Mr. Basudeo Beriwal (DIN 00118319), appointed in the casual vacancy as a non-executive director of the Company by the Board with effect from 9th September, 2014 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for a term upto five consecutive years commencing from 9th September, 2014, not liable to retire by rotation."

7. To appoint Ms. Nandini Khaitan (DIN: 06941351) as an

Independent Director and in this regard, to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, read with Schedule IV of the said Act, Ms. Nandini Khaitan (DIN : 06941351), appointed as an Additional Director of the Company by the Board with effect from 9th September, 2014 under Section 161 of the Companies Act, 2013 and who holds office till the conclusion of the ensuing AGM and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for a term upto five consecutive years commencing from 9th September, 2014, not liable to retire by rotation.”

8. To appoint Mr. Ashok Kumar Lohia (DIN: 00132070) as an Independent Director and in this regard, to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, read with Schedule IV of the said Act, Mr. Ashok Kumar Lohia (DIN : 00132070), appointed as an Additional Director of the Company by the Board with effect from 9th September, 2014 under Section 161 of the Companies Act, 2013 and who holds office till the conclusion of the ensuing AGM and who has submitted a declaration that he meets the criteria

for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company, to hold office for a term upto five consecutive years commencing from 9th September, 2014, not liable to retire by rotation.”

9. To ratify the remuneration of the Cost Auditor for the financial year ending 31st March, 2016 and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to M/s. Mani & Co, Cost Accountants (Firm Registration No. 000004), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, amounting to ₹1.50 lac (Rupees One lac and fifty thousand only) as also the payment of service tax as applicable and re-imbursment of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

By Order of the Board  
For **DHUNSERI TEA & INDUSTRIES LIMITED**

**R. MAHADEVAN**  
Company Secretary  
& Compliance Officer

Kolkata,  
29th May, 2015

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the 18th Annual General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed hereto. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 5th August, 2015 to Friday, 14th August, 2015 (both days inclusive).
4. The Dividend for the financial year ended 31st March, 2015, as recommended by the Board, if approved at the AGM, will be paid on or after Wednesday, 19th August, 2015 to those Members whose name appears in the Register of Members of the Company as on 14th August, 2015.
5. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members

holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.

6. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to the Company's Registrar & Share Transfer Agent M/s. Maheshwari Datamatics Private Limited, 6 Mangoe Lane, 2nd Floor, Kolkata-700001.
7. The details of Directors seeking appointment/re-appointment under Item Nos. 5, 6, 7 and 8 of this Notice are annexed hereto.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting their email address either to the Company Secretary or to M/s Maheshwari Datamatics Pvt. Ltd. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
9. The Notice of AGM, Annual Report and Admission Slip etc. are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Admission Slip etc. are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Admission Slip etc. in electronic mode are requested to print the Admission Slip and submit a duly filled in Admission Slip at the Registration Counter at the AGM. The Admission slip shall also be made available at the venue of the meeting.
10. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 7th August, 2015, i.e. the cut-off date, are entitled to vote on the Resolutions set

forth in this Notice.

Members who do not have access to e-voting facility may complete and send the Ballot Form enclosed with the Notice of the AGM, so as to reach the Scrutinizer, Mr. Kailash Chandra Dhanuka, (FCS-2204; CP-1247), Practising Company Secretary, at the Registered office of the Company, not later than Thursday, 13th August, 2015. The instructions for filling the Ballot Form are given on the Form.

The members may cast their votes on electronic voting system from a place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Tuesday, 11th August, 2015 and will end at 5.00 p.m. on Thursday, 13th August, 2015. In addition, the facility for physical voting shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting or through Ballot form, shall be eligible to vote at the AGM. The Company has appointed Mr. Kailash Chandra Dhanuka (FCS-2204; CP-1247), Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

#### **PROCEDURE FOR REMOTE E-VOTING:**

- I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
  - (a) In case of Members receiving an e-mail from NSDL:
    - (i) Open the PDF file 'DTIL e-Voting.pdf', using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
    - (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login.
    - (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
    - (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
    - (vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
    - (vii) Select 'EVEN' of Dhunseri Tea & Industries Limited.
    - (viii) Now you are ready for e-voting as 'Cast Vote'

page opens.

- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
  - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
  - (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at dhanuka419@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- (b) In case of Shareholders receiving physical copy of the Notice of AGM and Admission Slip
- (i) Initial Password is provided, as follows, at the bottom of the Admission Slip.

(E-Voting Event Number)	USER ID	PASSWORD
102190	-	-

- (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xii) mentioned above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website <https://evoting.nsdl.com> or call on toll free number: 1800-222-990.
- III. The voting rights shall be as per the number of equity shares held by the Member(s) as on Friday, 7th August, 2015, being the cut off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- IV. Members who have acquired shares after the despatch of the Annual Report and before the book closure may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990.
- V. The results of the electronic voting shall be declared after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the Company's website [www.dhunseritea.com](http://www.dhunseritea.com) and on the website of NSDL

[www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared. The Company shall simultaneously forward the result to BSE and NSE also where the shares of the Company are listed.

11. In case of joint holders, attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.
12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.
13. The unpaid and unclaimed dividend accounts of the Tea Division of erstwhile Dhunseri Petrochem & Tea Limited for the years 2007-08 and 2008-09 which were transferred to the Company upon demerger of the tea division is available on the Company's website [www.dhunseritea.com](http://www.dhunseritea.com).
14. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
15. Members are requested to contact either the Company Secretary or M/s. Maheshwari Datamatics Private Limited for encashing the unclaimed dividends standing to the credit of their account.
16. Members may communicate either with the Company Secretary or with the Company's Registrar and Share Transfer Agent for redressal of queries.
17. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details either to the Company Secretary or to M/s. Maheshwari Datamatics Private Limited.
18. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Admission Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Admission Slip and hand it over at the Registration Counter at the venue.
19. Members desiring any information relating to the accounts are requested to write to the Company Secretary well in advance so as to enable the management to keep the information ready.

**Details of Directors seeking appointment / re-appointment at the 18th Annual General Meeting  
(Information pursuant to Clause 49 of the Listing Agreement)**

Name of Director	Mr. C. K. Dhanuka	Mr. B. D. Beriwal	Ms. Nandini Khaitan	Mr. A.K.Lohia	Mr. M. Dhanuka
Date of Birth	19.01.1954	18.10.1937	15.02.1980	07.12.1952	12.08.1980
Date of Appointment	01.02.2014	09.09.2014	09.09.2014	09.09.2014	01.02.2014
Expertise in specific Functional areas	Industrialist / Entrepreneur having varied experience. Expertise in manufacturing, blending and tea tasting; Petrochemical and Investment Business	Business Expertise in Tea business having been associated with the Tea Industry for several decades.	Specializing in litigation and dispute resolution with over ten years of experience. Having vast experience in representing clients in various forums, in particular the Supreme Court of India, the Bombay High Court and the Calcutta High Court and qualified to practice in the State of New York.	Business Expertise in tea manufacturing, blending and tea tasting.	Promoter relative. Business. Having varied experience in Petrochemical and Tea.
Qualifications	B.Com.	Graduate	LLM from Columbia Law School, New York	B.Com(Hons)	B.Com(Hons)
Directorship held in other companies	Dhunseri Petrochem Ltd-Executive Chairman; Dhunseri Investments Ltd-Chairman ; Naga Dhunseri Group Ltd-Chairman; Mint Investments Ltd-Chairman; Plenty Valley Intra Ltd-Chairman; Dhunseri Infrastructure Ltd-Chairman; Trimplex Investments Ltd-Chairman; Madhuting Tea Pvt. Ltd-Chairman; Jatayu Estate Pvt. Ltd-Chairman; Egyptian Indian Polyester Co. SAE-Director; Dhunseri Petrochem & Tea Pte Ltd-Director; Makandi Tea & Coffee Estates Ltd-Director; Kawalazi Estate Company Ltd-Director; ABC Tea Workers Welfare Services-Director; CESC Ltd-Director	Kaniska Engineering Industries Ltd – Director; Rainbow Engineering Ltd-Director; Bee Aar Enterprises Ltd-Director Dhunseri Investments Ltd-Director	Williamson Financial Services Ltd-Director; International Conveyors Ltd-Director; Haldia Energy Ltd-Additional Director; CESC Infrastructure Ltd-Additional Director; Spencer's Retail Ltd-Additional Director; GMMCO Ltd- Director; XPRO India Ltd— Additional Director; Mcnally Bharat Engineering Co. Ltd-Additional Director; Integrated Coal Mining Ltd-Additional Director	Bio Tea Estates Ltd. Nagri Farm Tea Co. Ltd. East India Commercial Co. Ltd. Dhunseri Investments Ltd. - Director Senairam (India) Pvt. Ltd. - Director Sycotta Tea Co. Pvt. Ltd. - Managing Director Chamong Tea Exports Pvt. Ltd. - Director B. D. Estates Pvt. Ltd. - Director Chiabadi Resorts Pvt. Ltd. - Director	Dhunseri Petrochem Ltd-Vice Chairman & Managing Director; Dhunseri Investments Ltd-Managing Director; Naga Dhunseri Group Ltd-Director;. Mint Investments Ltd-Director; Plenty Valley Intra Ltd-Director; Dhunseri Infrastructure Ltd-Director; Trimplex Investments Ltd-Director Madhuting Tea Pvt. Ltd-Director; Jatayu Estate Pvt. Ltd-Director; Egyptian Indian Polyester Co. SAE-Director; Dhunseri Petrochem & Tea Pte Ltd-Director; Makandi Tea & Coffee Estates Ltd-Director; Kawalazi Estate Company Ltd- Director

Membership/ Chairmanship of Committees in other Public companies	<b>Dhunseri Petrochem Ltd –</b> Audit Committee-Member; Stakeholders Relationship Committee-Member; Nomination & Remuneration Committee-Chairman; Corporate Social Responsibility Committee –Member Share Transfer Committee-Chairman Investment Committee-Chairman Corporate Governance Committee-Member <b>Dhunseri Investments Ltd-</b> Stakeholders Relationship Committee- Member; Nomination & Remuneration Committee-Member; Risk Management Committee-Member Share Transfer Committee-Chairman Investment Committee-Chairman <b>CESC Ltd-</b> Audit Committee-Chairman; Nomination & Remuneration Committee-Member	<b>Dhunseri Investments Ltd-</b> Audit Committee-Chairman; Nomination & Remuneration Committee-Chairman; Stakeholders Relationship Committee- Chairman; Risk Management Committee-Chairman.	NIL	<b>Dhunseri Investments Ltd-</b> Audit Committee-Member	<b>Dhunseri Petrochem Ltd –</b> Share Transfer Committee-Member Investment Committee-Member <b>Naga Dhunseri Group Ltd –</b> Stakeholders Relationship Committee-Member; <b>Dhunseri Investments Ltd-</b> Nomination & Remuneration Committee-Member Risk Management Committee-Member <b>Plenty Valley Intra Ltd-</b> Stakeholders Relationship Committee-Member
Shareholdings in the Company	9,104	NIL	NIL	Nil	23,184

## Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

### Item No. 5

The Board of Directors at their meeting held on 9th September, 2014 appointed Mr. Chandra Kumar Dhanuka as the Managing Director of the Company for a period of five years commencing from 9th September, 2014, subject to approval of the Members of the Company at the ensuing 18th Annual General Meeting. The remuneration payable to Mr.Chandra Kumar Dhanuka as per the agreement entered into between the Company and Mr.Chandra Kumar Dhanuka is within the limits prescribed in Schedule V of the Companies Act, 2013 and is given below:

#### i) Salary :

₹75,000 (Rupees Seventy Five Thousand Only) per month in the grade of ₹75,000 – 5,000 – 95,000

#### ii) Perquisites:

In addition to salary, the Managing Director shall be entitled to the following perquisites:

(a) Housing: Rent Free Furnished Accommodation or in lieu thereof House Rent Allowance at 50% of the salary.

Where accommodation is provided by the Company, the expenditure on Gas, Electricity, Water, Furnishings and other Utilities to be borne/reimbursed by the Company shall be evaluated as per the provisions of the Income Tax Act, 1961 and in the absence of any such provision, the perquisites shall be evaluated at actual cost.

(b) Medical Reimbursement: The reimbursement of actual medical expenses incurred by self and family of the Managing Director.

(c) Leave Travel Concession: For self and family once in a year.

(d) Club Fees: Fees of clubs subject to a maximum of two clubs.

(e) Credit Cards: Entry and renewal fees to be reimbursed/ paid by company. All expenses for official purposes to be reimbursed/ paid by the Company at actuals.

(f) Leave: As per Rules of the Company applicable to Senior Executives.

(g) Personal Accident Insurance: Premium not to exceed ₹12,000/- per annum.

(h) Car: Facility of Company Car with driver.

(i) Telephone: The Company shall provide and maintain a telephone at the residence and shall also provide all

mobile phone facilities. Personal long distance calls will be treated as perquisites.

iii) **Commission:** Such amount of commission based on the net profits of the Company in a particular year, subject to a maximum of 2.5 % of the net profits of the company.

#### iv) Other Benefits:

In addition to the above perquisites, the Managing Director shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified above:

(a) **Provident Fund:** Company's Contribution towards Provident Fund at the rate of 12% of the salary or such rate prescribed as per Employees' Provident Fund and Miscellaneous Provisions Act, 1952.

(b) **Superannuation Fund:** Company's contribution subject to a maximum of 15% of the salary for every completed year of service.

(c) **Gratuity:** As per the Payment of Gratuity Act, 1972.

(d) **Leave Encashment:** At the end of the tenure.

#### v) Minimum Remuneration:

The Managing Director shall be entitled to a minimum remuneration by way of salary and perquisites as specified above in the event of loss or inadequacy of profits in any year.

The Board recommends the Ordinary Resolution set out at Item No. 5 for approval of the Members.

None of the Directors or Key Managerial Personnel and their relatives except Mr.Chandra Kumar Dhanuka and Mr. Mrigank Dhanuka is concerned or interested, in this Resolution.

The Agreement referred above in respect to the Resolution at Item No.5 of the accompanying Notice will be open for inspection by the Members at the Registered Office of the Company between hours of 10.00 a.m. and 12.00 noon on any working day except Saturday.

A brief profile of Mr.Chandra Kumar Dhanuka is included as an annexure to this Notice as per requirements of Clause 49 IV (G) (i) of the listing agreement.

### Item Nos. 6, 7 & 8

Mr. Basudeo Beriwala, Ms. Nandini Khaitan and Mr. Ashok Kumar Lohia, who were appointed by the Board as Non-Executive (Independent) Directors of the Company at the board meeting

held on 9th September, 2014 are proposed to be appointed as Independent Directors of the Company, for a term of five years w.e.f. the date of their initial appointment i.e. 9th September, 2014, pursuant to the provisions of Sections 149, 152 and other applicable provisions and the Rules made thereunder read with Schedule IV to the Companies Act, 2013.

The Company has also received from them (i) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (ii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The approval is sought from the members for the appointment of aforesaid independent directors for a term of five consecutive years w.e.f. 9th September, 2014 at the ensuing 18th AGM pursuant to Section 149 and other applicable provisions of the Companies Act, 2013. They shall not be liable to retire by rotation.

In the opinion of the Board of Directors, the respective directors, i.e. Mr. Basudeo Beriwal, Ms. Nandini Khaitan and Mr. Ashok Kumar Lohia who are proposed to be appointed as Independent Directors, fulfil the conditions specified in the Act and Rules made thereunder and they are independent of the Management.

The Board considers that their continued association as independent directors would be of immense benefit to the Company and it is desirable to avail their services as Independent Directors.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Basudeo Beriwal, Ms. Nandini Khaitan and Mr. Ashok Kumar Lohia, to whom the resolution relates, is

concerned or interested in the resolutions.

The Board recommends the Ordinary Resolutions set out at Item Nos. 6, 7 and 8 for approval of members.

**Item No. 9**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Mani & Co, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 9 for approval of the Members.

By Order of the Board  
For **DHUNSERI TEA & INDUSTRIES LIMITED**

**R. MAHADEVAN**  
Company Secretary  
& Compliance Officer

Kolkata,  
29th May, 2015



## DHUNSERI TEA & INDUSTRIES LIMITED

(Formerly known as Dhunseri Services Limited)

CIN:L15500WB1997PLC085661

Regd. Office: Dhunseri House, 4A, Woodburn Park, Kolkata-700020

Phone: 2280-1950(5 Lines); Fax: 91-33-2287 8350 / 9274

Website: www.dhunseritea.com • E-mail: mail@dhunseritea.com

### BALLOT FORM

#### IN RESPECT OF ITEMS OF BUSINESS SET FORTH IN THE NOTICE DATED 29TH MAY, 2015 CONVENING THE 18TH ANNUAL GENERAL MEETING OF THE COMPANY.

I do hereby cast my vote(s) with regard to the resolution(s) stated below by casting my vote(s) FOR / AGAINST the resolution(s) in the appropriate column and appending my signature (as per the specimen in the Company's record) therefor.

Resolution Number	Description	Type of Resolution	Option (✓)		No. of shares
			For	Against	
1	Adoption of the Audited Financial Statements for the financial year ended 31st March, 2015 and the Reports of the Directors' and Auditors' thereon.	Ordinary			
2	Declaration of dividend of ₹7.50 per equity share for the financial year ended 31st March, 2015.	Ordinary			
3.	Appointment of Mr. Mrigank Dhanuka (DIN 00005666) as a director of the Company who retires by rotation and being eligible offers himself for re-appointment.	Ordinary			
4	Ratification of the appointment of M/s. Lovelock & Lewes, Chartered Accountants, (Firm Registration No.301056E) as Statutory Auditor of the Company and to authorise the Board to fix their remuneration for the financial year ending 31st March, 2016.	Ordinary			
5	Appointment of Mr.Chandra Kumar Dhanuka (DIN:00005684) as Managing Director of the Company for five years w.e.f. 9th September, 2014 on terms and conditions as specified in the agreement entered into between Mr.C.K.Dhanuka and the Company, subject to approval of the members.	Ordinary			
6.	Appointment of Mr.Basudeo Beriwal (DIN: 00118319 ) as an Independent Director of the Company for a period of five years with effect from 9th September,2014.	Ordinary			
7	Appointment of Ms.Nandini Khaitan (DIN: 06941351) as an Independent Director of the Company for a period of five years with effect from 9th September,2014.	Ordinary			
8	Appointment of Mr.Ashok Kumar Lohia (DIN: 00132070) as an Independent Director of the Company for a period of five years with effect from 9th September,2014.	Ordinary			
9	Ratification of the remuneration of ₹1,50,000 for the Cost Auditor, M/s. Mani & Co. to conduct the cost audit for the financial year ending 31st March, 2016	Ordinary			

Folio No../DP ID No. & Client ID No. : \_\_\_\_\_

Name of the Member : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

Place : \_\_\_\_\_

Date : \_\_\_\_\_

\_\_\_\_\_  
Signature of Member

(Please read the Instructions given on the reverse of this form)

**Instructions:**

1. A Member may submit the completed and signed Ballot Form in a sealed envelope (addressed to The Scrutinizer, Mr. Kailash Chandra Dhanuka), at the Registered Office of the Company, not later than Thursday, 13th August, 2015,
2. The Company will not be responsible, if the said envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event a member casts votes through both the process i.e. e-voting and ballot form, the e-voting votes cast by the member will be considered and the ballot form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a Proxy.
6. There will be only one ballot form for every Folio/DP id/ Client id irrespective of the number of joint holders.
7. The ballot form shall be signed by the first named shareholder and in his/her absence by the next named Shareholder.
8. Where the ballot form has been signed by the authorized representative of the body corporate/Trust/ Society, etc., a certified copy of the relevant resolution/board resolution to vote should accompany the Ballot Form.