



## DHUNSERI TEA & INDUSTRIES LTD.

CIN: L15500WB1997PLC085661

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

Ph.No.+91 33 2280 1950 (5 Lines), E-mail : mail@dhunseritea.com; Website : www.dhunseritea.com

### Notice

NOTICE is hereby given that the 20th Annual General Meeting (AGM) of the Members of DHUNSERI TEA & INDUSTRIES LIMITED will be held on Monday, the 7th day of August, 2017 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, 2017 and the Reports of the Directors' and Auditors' thereon.
2. To declare a dividend of Rs.8.00 per equity share for the financial year ended 31st March, 2017.
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) for the year 2017-18 (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, 2018.

#### SPECIAL BUSINESS :

5. To ratify the remuneration of the Cost Auditor for the financial year ending 31st March, 2018 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, 2018, amounting to Rs.1.50 lac (Rupees One lac and fifty thousand only) as also the payment of applicable taxes and reimbursement 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

Kolkata

22nd May, 2017

R. MAHADEVAN

Company Secretary

#### Notes :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the 20th Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE 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 Tuesday, the 1st August, 2017 till Monday, the 7th August, 2017 (both days inclusive).
4. The Dividend for the financial year ended 31st March, 2017, as recommended by the Board, if approved at the AGM, will be paid on or after Wednesday, the 16th August, 2017 to those Members whose name appears in the Register of Members of the Company as on Monday, the 7th August, 2017.
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.

## Notice (Contd.)

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, 23, R.N.Mukherjee Road, 5th Floor, Kolkata-700001.
7. The details of the director seeking re-appointment under Item No.3 of this Notice is 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 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 to them 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Monday, the 31st July, 2017 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), Practicing Company Secretary, at the Registered Office of the Company, not later than 6th August, 2017. 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 (i.e remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Wednesday, the 2nd August, 2017 and will end at 5.00 p.m. on Sunday, the 6th August, 2017. 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), Practicing 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' attached to the e-mail, 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 URL: <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.

## Notice (Contd.)

- (ix) Cast your vote by selecting appropriate option and click on 'Submit'.  
Thereafter, 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) Corporate and institutional shareholders (i.e. companies, trusts, societies etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / appropriate authorization to the Scrutinizer through e-mail at :  
**dhanuka419@yahoo.co.in** with a copy marked to NSDL's e-mail at : **evoting@nsdl.co.in**.
- (b) In case of Shareholders receiving by post the physical copy of the Notice of AGM and Admission Slip
- (i) User ID and Password is provided, at the bottom of the Admission Slip as follows:
- | E-Voting Event Number (EVEN) | USER ID | PASSWORD |
|------------------------------|---------|----------|
|                              |         |          |
- (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xii) mentioned above, to cast vote.
- II. In case of any query/grievance, 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 **www.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 Monday, the 31st July, 2017, 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** or **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** or contact NSDL at the following toll free No. 1800-222-990.
- V. The details of the voting result alongwith the Scrutinizer's Report shall be submitted to the Stock Exchanges where the

shares of the Company are listed within 48 hours of conclusion of the AGM and shall also be placed on the Company's Website **www.dhunseritea.com** and on NSDL's website **www.nsdl.co.in** simultaneously.

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 the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
13. The statement(s) containing the names, last known addresses and the unpaid and unclaimed dividend of each person in respect of the years 2014-15 and 2015-16 is available on the Company's website **www.dhunseritea.com**
14. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends not encashed /claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF) established under Section 125(1) of the Companies Act, 2013. Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF as required by Section 124(6) of the Companies Act, 2013.
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, 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 to either 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

## Notice (Contd.)

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 director seeking re-appointment in the forthcoming Annual General Meeting [Information pursuant to Regulations 36(3) & 26(4) of SEBI (LODR) 2015]

Name of Director	MRIGANK DHANUKA (DIN: 00005666)	Membership/ Chairmanship of Committees in Public companies	<b>Dhunseri Petrochem Limited</b> - Investment Committee : Member - Share Transfer Committee : Member  <b>Dhunseri Tea &amp; Industries Limited</b> - Committee of Directors : Member - Investment Committee : Member - Risk Management Committee : Member - Share transfer Committee : Member  <b>Dhunseri Investments Limited</b> - Share Transfer Committee : Member - Nomination & Remuneration Committee : Member - Investment Committee : Member - Risk Management Committee : Member  <b>Naga Dhunseri Group Limited</b> - Stakeholders' Relationship Committee : Member
Date of Birth	12.08.1980		
Date of Appointment	01.02.2014		
Expertise in specific Functional areas	Promoter relative. Occupation: Business Having varied experience in Petrochemical & Tea.		
Qualifications	B.Com (Hons)		
Directorship held in other Companies	Dhunseri Petrochem Ltd : Vice Chairman IVL Dhunseri Petrochem Industries Limited Micro Polypet Private Limited Tastetaria Private Limited Global Foods Pte Ltd. Twelve Cupcakes Pte Ltd. Dhunseri Investments Limited Naga Dhunseri Group Limited Mint Investments Limited Dhunseri Infrastructure Ltd Trimplex Investments Limited Madhuting Tea Private Limited Jatayu Estate Private Limited Dhunseri Petrochem & Tea Pte Ltd. Egyptian Indian Polyester Co. SAE Makandi Tea & Coffee Estates Ltd Kawalazi Estate Company Ltd	Shareholdings in the Company	23,184

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

#### Item No. 5

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, 2018. 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. 5 for approval of the Members.

By Order of the Board  
For DHUNSERI TEA & INDUSTRIES LIMITED  
**R. MAHADEVAN**  
Company Secretary

Kolkata  
22nd May, 2017

Date :  
Monday, 7th August, 2017 at 10.30 A.M.



**DHUNSERI TEA & INDUSTRIES LTD.**

CIN : L15500WB1997PLC085661

Registered Office : 'DHUNSERI HOUSE' 4A, WOODBURN PARK, KOLKATA - 700 020

Ph.No. : +91 33 2280 1950 (5 Lines), Fax : ( 033) 2287-8350 / 9274, E-mail : mail@dhunseritea.com; Website : www.dhunseritea.com

Venue :

**20TH ANNUAL GENERAL MEETING  
KALAKUNJ, SANGIT KALA MANDIR  
48, SHAKESPEARE SARANI  
KOLKATA-700017**

**ADMISSION SLIP**

Serial No.

I certify that I am a Member / Proxy for the Members holding ..... shares.

Please ✓ in the Box : Member  Proxy .

.....  
Name of Proxy (in Block Letters)

.....  
Signature of Member / Proxy Attending

- NOTES :** i) Member / Proxy attending the Annual General Meeting (AGM) must bring his /her Admission Slip which should be signed and deposited before entry to the Main Auditorium.  
ii) Duplicate Admission Slip will not be issued at the venue.

**ELECTRONIC VOTING**

Electronic Voting (e-voting) facility is being provided in respect of the Resolutions proposed at the 20th AGM, in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Please see Note 10 to the Notice dated 22nd May, 2017 covering the AGM for the procedure with respect to e-voting.

Your e-voting user ID and password are provided below :

EVEN (Electronic Voting Even No.)	User ID	Password
<b>106375</b>		

Date :  
Monday, 7th August, 2017 at 10.30 A.M.



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Ph.No. : +91 33 2280 1950 (5 Lines), Fax : ( 033) 2287-8350 / 9274, E-mail : mail@dhunseritea.com; Website : www.dhunseritea.com

Venue :

**20TH ANNUAL GENERAL MEETING  
KALAKUNJ, SANGIT KALA MANDIR  
48, SHAKESPEARE SARANI  
KOLKATA-700017**

**PROXY FORM FORM NO. MGT-11**

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the (Management and Administration) Rules, 2014.

I/We, being the member(s), holding..... shares of Dhunseri Tea & Industries Ltd. hereby appoint :

- (1) Name ..... Address .....  
E-mail id ..... Signature ..... or failing him/her
- (2) Name ..... Address .....  
E-mail id ..... Signature ..... or failing him/her,
- (3) Name ..... Address .....  
E-mail id ..... Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting (AGM) of the Company to be held on Monday, 7th August, 2017 at 10.30 a.m. at 'Kala Kunj', Sangit Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Description	Option (✓)	
		For	Against
1.	Adoption of the Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Directors' and Auditors' thereon.		
2.	Declaration of dividend of Rs.8.00 per equity share for the financial year ended 31st March, 2017.		
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		
4.	Ratification of the appointment of M/s. Lovelock & Lewes, Chartered Accountants (Firm Registration No.301056E) as Statutory Auditors' of the Company and to authorise the Board to fix their remuneration for the financial year ending 31st March, 2018.		
5.	Ratification of the remuneration of Rs.1,50,000 of Cost Auditor, M/s .Mani & Co. to conduct the Cost Audit for the financial year ending 31st March, 2018.		

Signature of Proxy holder(s) \_\_\_\_\_ Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Member's Folio / DP ID - Client ID No. \_\_\_\_\_

Signature of Member(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note :** This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company at Dhunseri House, 4A, Woodburn Park, Kolkata-700020 not less than 48 hours before the commencement of the AGM i.e. by 10.30 a.m. on 5th August, 2017.



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### BALLOT FORM

IN RESPECT OF ITEMS OF BUSINESS SET FORTH IN THE NOTICE DATED 22nd MAY, 2017  
CONVENING THE 20TH 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, 2017 and the Reports of the Directors' and Auditors' thereon.	Ordinary			
2.	Declaration of dividend of Rs.8.00 per equity share for the financial year ended 31st March, 2017.	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 Auditors' of the Company and to authorise the Board to fix their remuneration for the financial year ending 31st March, 2018.	Ordinary			
5.	Ratification of the remuneration of Rs.1,50,000 for the Cost Auditor, Mani & Co. to conduct the cost audit for the financial year ending 31st March, 2018	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 following instructions before filling the Form:**

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 6th August, 2017,
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.





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20th Annual General Meeting of the Company

Date & Time : Monday, 7th August, 2017 at 10:30 a.m.

Venue : Kalakunj, Sangit Kala Mandir Trust,  
48, Shakespeare Sarani, Kolkata 700 017

