



DHUNSERI TEA & INDUSTRIES LIMITED
(Formerly Dhunseri Services Limited)

CIN: L15500WB1997PLC085661

Regd. Office : 'DHUNSERI HOUSE', 4A, WOODBURN PARK, KOLKATA-700020

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

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") for seeking approval of the shareholders of Dhunseri Tea & Industries Ltd. (the 'Company') to the appended special business by passing a Special Resolution through Postal Ballot and Electronic Voting (e-voting). The explanatory statement pertaining to the said special resolution setting out the material facts and the reasons thereof are also annexed hereto.

- (i) The Board of Directors of your Company at the meeting held on **24th May, 2019** have appointed Mr. K.C. Dhanuka, a Practicing Company Secretary as the Scrutinizer for scrutinizing the Postal Ballot and e-voting process.
- (ii) Members have the option to vote either by Postal Ballot or through e-voting. Members opting to vote by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on Wednesday, **26th June 2019**. Members who opt for e-voting are requested to read carefully the instructions given in the Notes forming part of this Notice.
- (iii) Based on the Scrutinizer's Report, the Results of the Postal Ballot and e-voting will be declared on Thursday, **27th June, 2019 at 4.00 p.m.** at the Registered Office of the Company. The declared Results, along with the Scrutinizer's Report, will be available on the Company's corporate website **www.dhunseritea.com** under the section 'Investor Relations' and will also be forwarded to the Stock Exchange where the Company's shares are listed. National Securities Depository Limited (NSDL), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website **www.evoting.nsdl.com**.

Authority to the Board of Directors to sell the Company's branded business u/s 180 (1) (a) of the Companies Act, 2013.

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and other applicable statutory regulations, if any, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members of the Company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to the potential sale of the Company's branded business presently undertaken by it under its brand name "LALGHORA" and "KALAGHORA" to Tata Global Beverages Limited for an aggregate consideration of approximately Rs.101 crore, subject to agreed adjustments, if any, and on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to negotiate, finalise and execute or delegate the power to negotiate, finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment / conveyance, license agreement and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale, transfer and/or disposal off the undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments and such other documents or papers as may be necessary in this regard."

By Order of the Board
Dhunseri Tea & Industries Ltd.
R. Mahadevan
Company Secretary

Kolkata,
24th May, 2019

NOTES:

- (i) The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on Friday, 24th May, 2019. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
- (ii) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **24th May, 2019 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
- (iii) Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- (iv) The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting or receipt of duly completed Postal Ballot Forms i.e. **Wednesday, 26th June, 2019**.

The procedure with respect to **e-voting** is provided below:-

I. In case of Members who receive the Postal Ballot Notice in electronic mode :

- (a) Open the e-mail and the PDF file viz. '**DTIL e-voting. pdf**' with your Client ID No. or Registered Folio No. as password. for e-voting. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (b) Launch internet browser by typing the **URL:https://www.evoting.nsdl.com/** and click on '**Shareholder-Login**'.
- (c) Insert user ID and password as initial password stated in (a) above. Click on '**Login**'
- (d) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
- (e) Home page of e-voting opens. Click on '**e-voting : Active Evoting Cycles**' and select the Electronic Voting Event Number(EVEN) of Dhunseri Tea & Industries Ltd.
- (f) Now you are ready for e-voting as '**Cast Vote**' page opens.
- (g) Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.
- (h) Thereafter the message '**Vote cast successfully**' will be displayed.
- (i) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in 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 ID **evoting@nsdl.co.in**.

II. In case of Members who receive the Postal Ballot Notice by post :

- (a) User ID and initial password are provided in the Postal Ballot Form.
- (b) Please follow the steps from Sl. Nos. (b) to (i) mentioned (I) above, to cast your vote.

III. Members already registered with NSDL for e-voting can use their existing user ID and password for Login.

Thereafter please follow the steps from Sl. Nos. (e) to (i) mentioned in (I) above, to cast your vote.

IV. In case of any query / grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website **www.evoting.nsdl.com or contact:**

- (a) Ms. Pallavi Mhatre, National Securities Depository Limited, Trade World, 'A' Wing, 4th & 5th Floors, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 at Telephone no. 022-2499 4545 or toll free no. 1800222990 or at e-mail ID **pallavid@nsdl.co.in**
- (b) Mr. R. Mahadevan, Company Secretary at Telephone nos. 033-2280-1950 (5 lines) or at e-mail ID **rm@dhunseritea.com**
You may also send your queries to the Company's e-mail ID **mail@dhunseritea.com**

V. E-voting starts at 9.00 a.m. on **28th May, 2019** and ends at 5.00 p.m. on **26th June, 2019**, when e-voting will be blocked by NSDL.

VI. There will be one vote for every Client ID No./ Registered Folio No. irrespective of the joint holders.

**EXPLANATORY STATEMENT
Annexed to the Notice dated 24th May, 2019**

Pursuant to Board resolution dated 24th May, 2019, the Board of Directors have decided sell the Company's branded business undertaken under the name of "LALGHORA" and "KALAGHORA" as a going concern on a slump sale basis. The Members of the Company are hereby requested to authorize the Board of Directors of the Company by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to the potential sale of the Company's branded business presently being undertaken under its brand name "LALGHORA" and "KALAGHORA" to Tata Global Beverages Limited for an aggregate consideration of approximately Rs.101 crore, subject to agreed adjustments, if any.

The proposed transaction is subject to definitive documentation, customary due diligence and is proposed to be completed by **31 July 2019**

The Board recommends this Special Resolution for your approval.

None of the Directors / Key managerial personnel of the Company / or their relatives is interested financially or otherwise in this resolution except to the extent of their shareholding, if any.

By Order of the Board
Dhunseri Tea & Industries Ltd.
R. Mahadevan
Company Secretary

Kolkata,
24th May, 2019