



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

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NOTICE

NOTICE is hereby given that the 19th Annual General Meeting (AGM) of the Members of DHUNSERI TEA & INDUSTRIES LIMITED will be held on Thursday, the 11th day of August, 2016 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, 2016 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, 2016.
3. To appoint a director in place of Mr. Rajiv Kumar Sharma (DIN 05197101) 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 2016-17 (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, 2017.

SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditor for the financial year ending 31st March, 2017 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, 2017, amounting to Rs.1.50 lac (Rupees One lac and fifty thousand only) as also the payment of service tax as applicable and re-imburement 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,
27th May, 2016

R. MAHADEVAN
Company Secretary
& Compliance Officer

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the 19th 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 Friday, 5th August, 2016 to Thursday, 11th August, 2016 (both days inclusive).
4. The Dividend for the financial year ended 31st March, 2016, as recommended by the Board, if approved at the AGM, will be paid on or after Tuesday, 16th August, 2016 to those Members whose name appears in the Register of Members of the Company as on 11th August, 2016.
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 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 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 Thursday, 4th August, 2016 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 Wednesday, 10th August, 2016. 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 Monday, 8th August, 2016 and will end at 5.00 p.m. on Wednesday, 10th August, 2016. 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:

1. 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 remote 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 <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 authorized signatory(ies) who are authorized 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
104123	-	-

- (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 Thursday, 4th August, 2016, 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 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 and on the website of NSDL www.evoting.nsdl.com immediately after the results are declared. The Company shall simultaneously forward the result to BSE and NSE and to the Stock Exchanges 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 the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
 13. The unpaid and unclaimed dividend account of the tea division of erstwhile Dhunseri Petrochem & Tea Limited for the year 2008-09 which was transferred to the Company upon demerger of the Tea Division is available on the Company's website 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

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| <p>encashing the unclaimed dividends standing to the credit of their account.</p> <p>16. Members may communicate either with the Company Secretary or with the Company's Registrar and Share Transfer Agent for redressal of queries.</p> <p>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</p> | <p>form can submit their PAN details to either to the Company or to M/s. Maheshwari Datamatics Private Limited .</p> <p>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.</p> <p>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.</p> |
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**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	RAJIV KUMAR SHARMA
DIN	05197101
Date of Birth	07.04.1965
Date of Appointment	09.09.2014
Expertise in specific Functional areas	Mr. Rajiv Kumar Sharma is a commerce graduate from University of Calcutta, and a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. Mr. R. K. Sharma has a consistent and comprehensive academic track record. Mr. Sharma has close to 3 decades of experience in the field of finance, accounts, taxation, secretarial, contract negotiation etc. He is associated with the Dhunseri Group for close to 20 years
Qualifications	B.Com; FCA; FCS
Directorship held in other Companies	Dhunseri Petrochem Ltd Dhunseri Infrastructure Ltd Dhunseri Petglobal Ltd Egyptian Indian Polyester Co. SAE Makandi Tea & Coffee Estates Ltd Kawalazi Estate Company Ltd
Membership/ Chairmanship of Committees in other Public companies	Dhunseri Petrochem Ltd -Share Transfer Committee-Member -Investment Committee-Member -Risk Management Committee-Member
Shareholdings in the Company	100

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, 2017. 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.

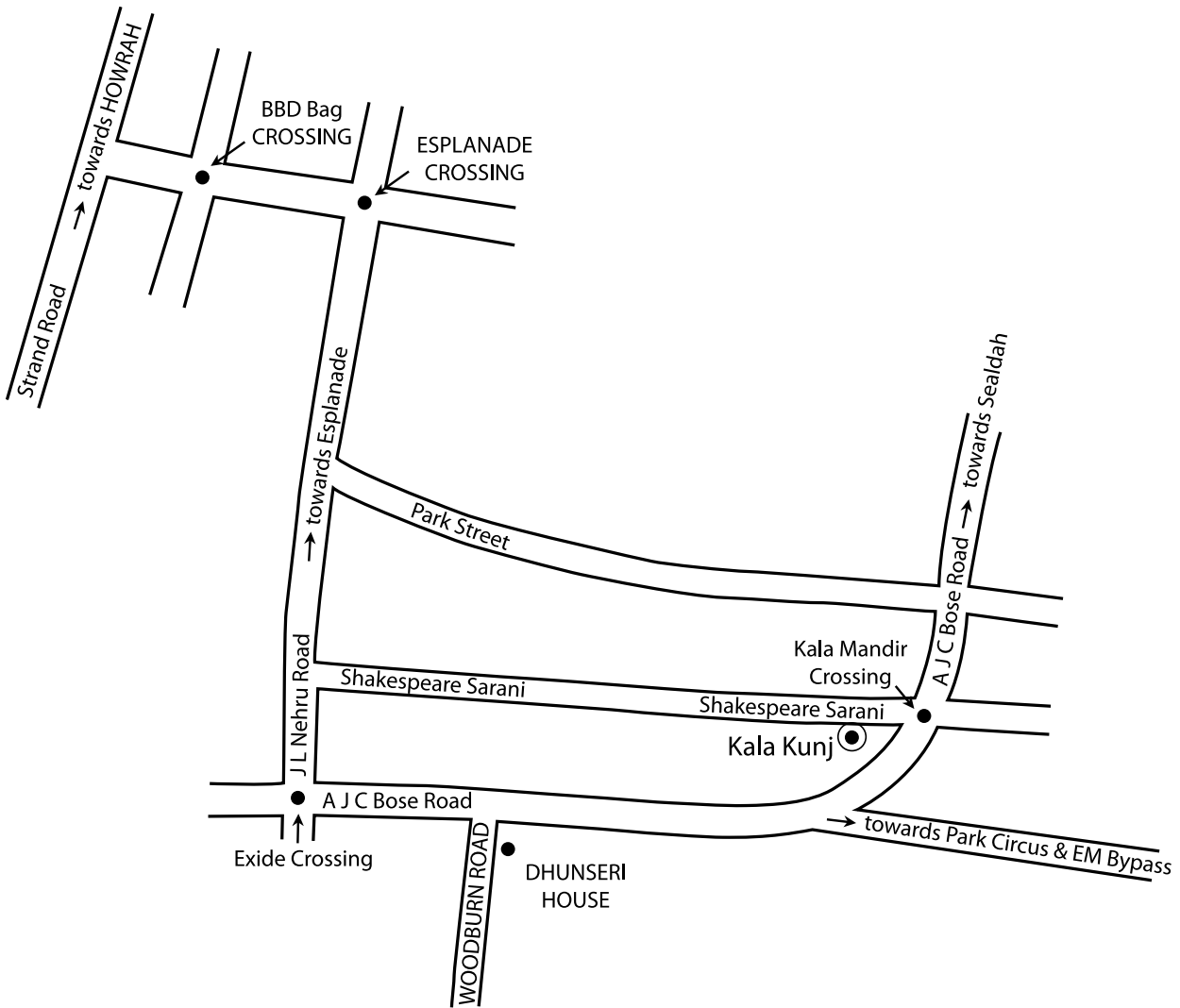
The Board commends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

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

Kolkata,
27th May, 2016

R. MAHADEVAN
Company Secretary

Route Map to the Meeting Venue



Map not to scale