

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 22nd Annual General Meeting (AGM) of the Members of DHUNSERI TEA & INDUSTRIES LIMITED will be held on Tuesday the 13th day of August, 2019 at 3.00 p.m. at 'Kala Kunj', Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata 700017 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2019 and the Reports of the Directors' and Auditors' thereon.
2. To declare a dividend of Rs.5.00 per equity share for the financial year ended 31st March, 2019.
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 appoint auditors' of the Company to hold office from the conclusion of this AGM until the conclusion of the 27th AGM of the Company to be held in the year 2024 and to fix their remuneration 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 139 of the Companies Act, 2013 and the Rules made thereunder M/s. S. R. Batliboi & Co. LLP Chartered Accountants, (ICAI Firm Registration No.301003E/E300005) be and are hereby appointed as the auditors of the Company, in place of the retiring auditors, for a period of five (5) years, from the conclusion of this AGM until the conclusion of the twenty-seventh AGM of the Company to be held in the year 2024 and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined in consultation with the auditors."

SPECIAL BUSINESS :

5. Reappointment of 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 a **Special 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 reappointment 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, 2019, on the terms and conditions including remuneration as contained in the agreement being 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. Reappointment of Mr. Bharat Bajoria (DIN: 00109241) as an Independent Director of the Company and in this regard, 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 Sections 149 (10) , 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. Bharat Bajoria (DIN 00109241), who was appointed as an Independent Director for a consecutive period of five years w.e.f. 8th September, 2014 and who holds office up to 7th September, 2019 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company for a second term of five consecutive years w.e.f. 8th September, 2019, not liable to retire by rotation."

Notice (Contd.)

7. Reappointment of 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 a **Special Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149 (10), 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, Ms. Nandini Khaitan (DIN 06941351), who was appointed as an Independent Director for a consecutive period of five years w.e.f. 9th September, 2014 and who holds office up to 8th September, 2019 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company for a second term of five consecutive years w.e.f. 9th September, 2019, not liable to retire by rotation.”

8. To ratify the remuneration of the Cost Auditor for the financial year ending 31st March, 2020 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, 2020, amounting to ₹ 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

1st July, 2019

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 22nd 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 Wednesday, the 7th August, 2019 till Tuesday, the 13th August, 2019 (both days inclusive).
4. The Dividend for the financial year ended 31st March, 2019, as recommended by the Board, if approved at the AGM, will be paid on or after Monday, the 19th August, 2019 to those Members whose name appears in the Register of Members of the Company as on Tuesday, the 13th August, 2019.
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, 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001.
7. The details of the directors seeking re-appointment under Item Nos.3, 5, 6 and 7 respectively of this Notice is annexed hereto.

Notice (Contd.)

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 their 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 Tuesday, the 6th August, 2019 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 Monday, the 12th August, 2019. 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 Friday, the 9th August, 2019 and will end at 5.00 p.m. on Monday, the 12th August, 2019. 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:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below :

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical : Your User ID is:

- a) For Members who hold shares in demat account with NSDL. 8 Character DP ID followed by 8 Digit Client ID
For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
- b) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID
For example, if your Beneficiary ID is 12***** then your user ID is 12*****

Notice (Contd.)

- c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the Company
For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***
5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.
Open the email and open the attachment i.e. a .pdf file.
The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
- Details on Step 2 is mentioned below:**
- How to cast your vote electronically on NSDL e-Voting system?
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of the Company, for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for Shareholders**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to dhanuka419@yahoo.co.in with a copy marked to evoting@nsdl.co.in
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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Other Instructions

- i. The e-voting period commences on Friday, 9th August, 2019 (9.00 a.m) and ends on Monday, 12th August, 2019 (5.00 p.m.). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 6th August, 2019, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
 - ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through poll paper.
 - iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
 - iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
 - v. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.dhunseritea.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, 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 if any, 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 dividends as on 31st March, 2019 of each person in respect of the years 2014-15, 2015-16, 2016-17 and 2017-18 are available on the Company's website www.dhunseritea.com
 14. Members are requested to contact either the Company Secretary or M/s. Maheshwari Datamatics Private Limited for encashing their unclaimed dividends, if any, for the years 2014-15, 2015-16, 2016-17 and 2017-18.
 15. 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.
 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 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.

Notice (Contd.)

Details of director seeking re-appointment at this Annual General Meeting

[Information pursuant to Regulations 36(3) & 26(4) of SEBI (LODR) Regulations, 2015]

Item 3

Name of Director	MRIGANK DHANUKA (DIN: 00005666)	Membership/ Chairmanship of Committees in other companies	Dhunseri Ventures Limited - Investment Committee: Member - Share Transfer Committee: Member Dhunseri Investments Limited - Share Transfer Committee: Member - Nomination & Remuneration Committee: Member - Investment Committee: Member - Risk Management Committee: Member Naga Dhunseri Group Limited - Stakeholders' Relationship Committee: Member - Share Transfer Committee: Member
Date of Birth	12.08.1980		
Date of Appointment	01.02.2014		
Expertise in specific Functional areas	Mr. Mrigank Dhanuka is on the board of several other associate companies. He had initial training with the group companies including NBFC companies. He has gathered considerable experience in all areas of business particularly in Tea (which includes Tasting, Grading and Blending of Tea) and Petrochemical Industry as well as administration of business in general.		
Qualifications	B.Com (Hons) Graduate from University of Calcutta Industrial & Operations Engineering from University of Michigan, USA.	Shareholdings in the Company	23,184
Directorship held in other Companies	Dhunseri Ventures Ltd : Vice Chairman Tastetaria Foods Private Limited Twelve Cupcakes Pte Ltd. Dhunseri Investments Limited Naga Dhunseri Group Limited : Managing Director Mint Investments Limited Dhunseri Infrastructure Ltd Trimplex Investments Limited Madhuting Tea Private Limited Jatayu Estate Private Limited Makandi Tea & Coffee Estates Ltd Kawalazi Estate Company Ltd		

Notice (Contd.)

Item 5

Name of Director	CHANDRA KUMAR DHANUKA DIN: 00005684	Membership/ Chairmanship of Committees in Other companies	<p>Dhunseri Ventures Limited</p> <ul style="list-style-type: none"> - Investment Committee: Chairman - Share Transfer Committee: Chairman - Audit Committee: Member - Stakeholders' Relationship Committee: Member - Nomination & Remuneration Committee: Member - Corporate Social Responsibility Committee: Member <p>Dhunseri Investments Limited</p> <ul style="list-style-type: none"> - Share Transfer Committee : Chairman - Investment Committee : Member - Risk Management Committee : Member - Nomination & Remuneration Committee : Member - Stakeholders' Relationship Committee : Member - Corporate Social Responsibility Committee : Member <p>Naga Dhunseri Group Limited</p> <ul style="list-style-type: none"> - Risk Management Committee: Chairman - Share Transfer Committee: Chairman - Audit Committee: Member - Corporate Social Responsibility Committee: Member <p>Mint Investments Limited</p> <ul style="list-style-type: none"> - Risk management Committee: Chairman - Audit Committee: Member <p>CESC Limited</p> <ul style="list-style-type: none"> - Audit Committee: Chairman - Nomination & Remuneration Committee: Chairman - Corporate Social Responsibility Committee: Member <p>Emami Limited</p> <ul style="list-style-type: none"> - Stakeholders' Relationship Committee: Chairman - Audit Committee: Member - Nomination & Remuneration Committee: Member
Date of Birth	19.01.1954		
Date of Appointment	01.02.2014		
Expertise in specific Functional areas	Industrialist Entrepreneur having varied experience of over 38 years in tea production as well as tasting, grading and blending. Successfully set up a Petrochemicals Unit under foreign technical collaboration. Presently on the board of several companies including Executive Chairman of Dhunseri Ventures Limited. He was also i) Ex Vice-Chairman - Tea Board ; ii) Ex Chairman - Indian Tea Association - Tea Association of India. - FICCI, Eastern Regional Council iii) Ex Executive Committee Member- FICCI, Delhi. iv) Ex President - All India Organisation of Employers.		
Qualifications	B.Com		
Directorship held in other Companies	Dhunseri Ventures Limited - Executive Chairman Naga Dhunseri Group Limited - Chairman Mint Investments limited - Chairman Trimplex Investments Limited - Chairman Jatayu Estate Private Limited - Chairman ABC Tea Workers Welfare Services - Director Madhuting Tea Private Limited - Chairman IVL Dhunseri Polyester Company SAE - Chairman Dhunseri Investments Limited - Chairman CESC Limited - Independent Director Makandi Tea & Coffee Estates Limited - Chairman Kawalazi Estate Company Limited - Chairman Dhunseri Infrastructure Limited - Chairman IVL Dhunseri Petrochem Industries Private Limited - Chairman Emami Limited - Independent Director	Shareholdings in the Company	9104

Notice (Contd.)

Item 6

Name of Director	BHARAT BAJORIA DIN: 00109241	Directorship held in other Companies	Teesta Valley Tea Co. Limited : Managing Director The Bormah Jan Tea Co.(1936) Limited: Managing Director Teesta Valley Exports Limited : Director Banarhat Investment Co. Private Limited : Director Birdie Trading Private Limited : Director Speedways International Private Limited : Director Mcleod & Co. Limited : Director Trishul Co. Private Limited : Director The Budge Budge Investment Co. Private Limited: Director
Date of Birth	12.03.1953		
Date of Appointment	08.09. 2014		
Expertise in specific Functional areas	Managing Director of Teesta Valley Tea Co Ltd and The Bormah Jan Tea Co. (1936) Ltd. He is also on the Board of several other companies. Ex- Chairman of Indian Tea Association and Consultative Committee of Plantation Association. Presently he is the Chairman of Darjeeling Planters Association and Special Committee for Generic Tea Promotion in India. He is also a member of the Indian Chamber of Commerce.	Membership/ Chairmanship of Committees in other companies	Nil
Qualifications	B.Sc (Hons) graduate	Shareholdings in the Company	Nil

Item 7

Name of Director	NANDINI KHAITAN DIN: 06941351	Directorship held in other Companies	GMMCO Limited : Director International Conveyors Limited: Independent Director Jacks Home Products Limited : Director Williamson Financial Services Limited: Independent Director XPRO India Limited: Independent Director
Date of Birth	15.02.1980		
Date of Appointment	09.09.2014		
Expertise in specific Functional areas	Specializing in litigation and dispute resolution with over 10 years of experience and 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 also qualified to practice in the State of New York. Partner: Khaitan & Co ; Khaitan & Co LLP.	Membership/ Chairmanship of Committees in other companies	Nil
Qualifications	LLM from Columbia Law School, New York.	Shareholdings in the Company	Nil

Notice (Contd.)

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

Item No.5

As recommended by the Nomination & Remuneration Committee, the Board of Directors at their meeting held on 24th May, 2019 reappointed Mr. Chandra Kumar Dhanuka as the Managing Director of the Company for a period of five years commencing from 9th September, 2019, subject to approval of the Members at the ensuing 22nd Annual General Meeting of the Company. The remuneration payable to Mr. Chandra Kumar Dhanuka is as per the agreement being entered into between the Company and Mr. Chandra Kumar Dhanuka and is within the limits prescribed in Schedule V of the Companies Act, 2013 as given below:

i) Salary :

Rs. 1,50,000/- (Rupees one lac and fifty thousand only) per month in the grade of ₹ 1,50,000 – 7,500 – 1,80,000.

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 for 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 ₹20,000/- per annum.

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

iii) **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.

iv) **Commission :** Such amount of commission based on the net profits of the Company in a particular year, subject to a maximum of 2.50 % of the net profits of the company.

v) 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.

vi) 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.

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 Board recommends the Special Resolution set out as a Special Business at Item No.5 of the Notice of the ensuing 22nd AGM for approval by the Members of the Company as required by the provisos contained in Schedule V of the Act {PART I (c) and PART II Section II(A)}.

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 on holidays.

A brief profile of Mr. Chandra Kumar Dhanuka is included as an annexure to this Notice as per Regulations 36(3) & 26(4) of SEBI (LODR) Regulations, 2015.

Notice (Contd.)

Item Nos. 6 & 7

Mr. Bharat Bajoria and Ms. Nandini Khaitan were appointed as Independent Directors for a term of five years each with effect from 8th September, 2014 and 9th September, 2014 at the 17th and 18th Annual General Meetings of the Company held on 8th September, 2014 and 14th August, 2015 respectively. Their respective tenures as an Independent Director of the Company will cease on completion of five years i.e 7th September, 2019 and 8th September, 2019 respectively.

As recommended by the Nomination and Remuneration Committee and on the basis of their performance evaluation, it is proposed to consider the reappointment of Mr. Bharat Bajoria and Ms. Nandini Khaitan as Independent Directors of the Company for a second term of five consecutive years each w.e.f. 8th September, 2019 and 9th September, 2019 respectively pursuant to the provisions of Sections 149(10), 152 and other applicable provisions and the Rules made thereunder read with Schedule IV to the Companies Act, 2013.

The Company has received from Mr. Bharat Bajoria and Ms. Nandini Khaitan (i) their respective consents in Form DIR-2 ; (ii) an 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 (iii) 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 Mr. Bharat Bajoria and Ms. Nandini Khaitan as independent directors of the Company for a second term of five consecutive years each w.e.f. 8th September, 2019 and 9th September, 2019 respectively at the ensuing 22nd AGM pursuant to Section 149 and other applicable provisions of the Companies Act, 2013. They shall not be liable to retire by rotation.

Based on their performance evaluation as well as in the opinion of the Board of Directors, Mr. Bharat Bajoria and Ms. Nandini Khaitan who are proposed to be reappointed as Independent Directors for a second term of five consecutive years each as aforesaid fulfil the conditions specified in the Act and Rules made thereunder and they are independent of the Management.

The Board considers 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. Bharat Bajoria and Ms. Nandini Khaitan to whom the respective resolutions relate, is concerned or interested in their respective resolutions.

The Board recommends the Special Resolutions set out as a Special Business at Item Nos. 6 & 7 of the Notice of the ensuing 22nd AGM for approval by the Members of the Company.

The brief profiles of Mr. Bharat Bajoria and Ms. Nandini Khaitan are included as an annexure to this Notice as per Regulations 36(3) & 26(4) of SEBI (LODR) Regulations, 2015.

Item No. 8

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, 2020. 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 for the year 2019-20.

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 as a Special Business at Item No.8 of the Notice of the ensuing 22nd AGM for approval by the Members of the Company.

By Order of the Board
For DHUNSERI TEA & INDUSTRIES LIMITED

Kolkata
1st July, 2019

R. MAHADEVAN
Company Secretary

22nd Annual General Meeting
DATE
 TUESDAY, 13TH AUGUST, 2019
TIME : 3.00 P.M.

Dhunseri
 DHUNSERI TEA & INDUSTRIES LTD.
 CIN : L15500WB1997PLC085661

ADMISSION SLIP
VENUE
 KALAKUNJ', SANGIT KALA MANDIR
 48, SHAKESPEARE SARANI,
 KOLKATA-700017

Regd. 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

Name & Address of Member	No. of Shares :	Serial No.

I certify that I am a Member / Proxy for the Member of the Company.

Name of Member /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) It is optional to indicate your preference. If you leave the "for" or "against" blank against all or any of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
 iii) 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 22nd 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 1st July, 2019 covering the AGM for the procedure with respect to e-voting.

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

Electronic Voting Event Number (EVEN)	User ID	Password

PROXY FORM

22nd Annual General Meeting
 TUESDAY, 13TH AUGUST, 2019
TIME : 3.00 P.M.

Dhunseri
 DHUNSERI TEA & INDUSTRIES LTD.
 CIN : L15500WB1997PLC085661

FORM:MGT-11

VENUE
 KALAKUNJ', SANGIT KALA MANDIR
 48, SHAKESPEARE SARANI,
 KOLKATA-700017

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

Name & Address of Member	Serial No.

I/We, being the Member(s) holding _____ shares of Dhunseri Tea & Industries Limited 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 22nd Annual General Meeting (AGM) of the Company to be held on Tuesday, 13th August, 2019 at 3.00 p.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:

Reso- lution No.	Description	Option (✓)	
		For	Against
1.	Adoption of the Audited Financial Statements for the financial year ended 31st March, 2019 and the Reports of the Directors' and Auditors' thereon.		
2.	Declaration of dividend of Rs.5.00 per equity share for the financial year ended 31st March, 2019.		
3.	Reappointment 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.	Appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005) as Statutory Auditors' of the Company and to authorise the Board to fix their remuneration.		
5.	Reappointment of Mr. Chandra Kumar Dhanuka (DIN:00005684) as Managing Director.		
6.	Reappointment of Mr. Bharat Bajoria (DIN: 00109241) as an Independent Director.		
7.	Reappointment of Ms. Nandini Khaitan (DIN: 06941351) as an Independent Director.		
8.	Ratification of the remuneration of ₹ 1,50,000 of the Cost Auditor, M/s. Mani & Co. to conduct the cost audit for the financial year ending 31st March, 2020		

Signature of Proxy holder: _____

Signed this _____ day of _____ 2019 Signature of Member: _____

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 3.00 p.m. on 11th August, 2019.

Dhunseri
 DHUNSERI TEA & INDUSTRIES LTD.
 CIN : L15500WB1997PLC085661

Regd. 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

BALLOT FORM

**IN RESPECT OF ITEMS OF BUSINESS SET FORTH IN THE NOTICE DATED 1ST JULY, 2019
 CONVENING THE 22ND 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) thereof.

Resolution No.	Description	Type of Resolution	Option (✓)		No. of shares
			For	Against	
1.	Adoption of the Audited Financial Statements for the financial year ended 31st March, 2019 and the Reports of the Directors' and Auditors' thereon.	Ordinary			
2.	Declaration of dividend of Rs.5.00 per equity share for the financial year ended 31st March, 2019.	Ordinary			
3.	Reappointment 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.	Appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005) as Statutory Auditors' of the Company and to authorise the Board to fix their remuneration.	Ordinary			
5.	Reappointment of Mr. Chandra Kumar Dhanuka (DIN:00005684) as Managing Director.	Special			
6.	Reappointment of Mr. Bharat Bajoria (DIN: 00109241) as an Independent Director.	Special			
7.	Reappointment of Ms. Nandini Khaitan (DIN: 06941351) as an Independent Director.	Special			
8.	Ratification of the remuneration of ₹ 1,50,000 of the Cost Auditor, M/s. Mani & Co. to conduct the cost audit for the financial year ending 31st March, 2020	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 mentioned below before filling in the Form :

- The right of voting by Ballot Form shall not be exercised by a Proxy.**
- 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 12th August, 2019.
- The Company will not be responsible, if the said envelop containing the Ballot Form is lost in transit.
- 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.
- 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.
- There will be only one ballot form for every Folio/DP id/Client id irrespective of the number of joint holders.
- The ballot form shall be signed by the first named shareholder and in his/her absence by the next named shareholder.
- Where the ballot form has been signed by the authorised representative of a body corporate/Trust/society, etc., A certified copy of the relevant resolution/board resolution should accompany the Ballot Form.

**MAP SHOWING LOCATION OF THE VENUE OF THE
 22ND ANNUAL GENERAL MEETING OF DHUNSERI TEA & INDUSTRIES LTD.**

