

DHUNSERI TEA & INDUSTRIES LTD.

CIN: L15500WB1997PLC085661

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Notice

NOTICE is hereby given that the 24th Annual General Meeting ("AGM") of the Members of Dhunseri Tea & Industries Limited will be held on Thursday, the 23rd September, 2021 at 3.00 p.m (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

Item No. 1

To receive, consider and adopt:

- the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Directors' and Auditors' thereon; and
- the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and the Auditors' Report thereon.

Item No. 2

To declare a dividend of Rs. 5.00/- per equity share for the financial year ended 31st March, 2021.

Item No. 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.

SPECIAL BUSINESS:

Item No. 4:

Continuation of directorship of Prof. Ashoke Kumar Dutta (DIN: 00045170) as Non-Executive 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, as amended from time to time, the Articles of Association of the Company and on the approval of the Nomination and Remuneration Committee and the Board of the Directors of the Company, approval of the Members be and is hereby accorded for continuation of directorship of Prof. Ashoke Kumar Dutta (DIN: 00045170) as Non-Executive Independent Director, on attaining the age of 75 (Seventy Five) years having been appointed as an Independent Director for a period of five years w.e.f. 21st May, 2018 by the members at the 21st Annual General Meeting of the Company held on 7th August, 2018."

Item No. 5:

To ratify the remuneration of the Cost Auditor for the financial year ending 31st March, 2022 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, 2022, amounting to Rs. 1.80 lac (Rupees One lac and eighty thousand only) plus applicable taxes and re-imbusement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

Item No. 6:

Modification in the terms of Agreement of Mr. Chandra Kumar Dhanuka 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 recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors, and pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, approval of the members be and is hereby accorded to the amended term to the agreement made between the Company and Mr. Chandra Kumar Dhanuka (Mr. C. K. Dhanuka) holding DIN 00005684, Managing Director, in respect of the remuneration to be paid to him in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, to the extent that the Company may pay to the Managing Director, the remuneration as specified in the aforesaid agreement as the minimum remuneration and subject to the requisite approvals, all other terms and conditions of service remaining the same.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution, including the alteration and variation in the terms and conditions of the said agreement irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. C. K. Dhanuka, subject to such approvals as may be required."

By Order of the Board

For DHUNSERI TEA & INDUSTRIES LIMITED

Kolkata

23rd June, 2021

R. MAHADEVAN

Company Secretary

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Notes :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") relating to the Special Business to be transacted at the 24th Annual General Meeting ("AGM") is annexed hereto.
2. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020, 13th April, 2020 and 13th January, 2021 (collectively referred to as "MCA Circulars") and SEBI vide its Circular dated 12th May, 2020 and 15th January, 2021 have permitted the holding of the AGM through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 24th AGM of the Company is being held through VC / OAVM.
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members is dispensed with. Accordingly, the facility for appointment of proxies by the Members is not available for this AGM and hence the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice.
4. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send (a scanned copy of the relevant Board Resolution/Authority letter etc in PDF/JPG Format together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to attend /vote), to the Scrutinizer by email to dhanuka419@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
5. 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 AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 3rd July, 2021 till Monday, 5th July, 2021 (both days inclusive).
7. Details of the director seeking re-appointment (Item No. 3) is annexed to this Notice.

DETAILS OF DISPATCH OF ANNUAL REPORT AND EMAIL ID REGISTRATION

8. In compliance with MCA Circulars, Notice of the AGM along with the Annual Reports and Accounts for FY 2020-21 is

being sent only through electronic mode to those Members whose e-mail address is registered with the Company or NSDL/ CDSL ("Depositories").

9. Members holding shares in physical mode and who have not yet registered their email address are requested to submit scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card either through mail (mdpldc@yahoo.com) or upload the same in the link <https://mdpl.in/form/email-update>

Members holding shares in dematerialised mode are requested to register / update their email address with their Depository Participants.

10. Members may note that the Notice and Annual Reports and Accounts for FY 2020-21 is also available on the Company's website www.dhunseritea.com; on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com

DETAILS OF PAYMENT OF DIVIDEND AND UPDATION OF BANK MANDATE

11. The Dividend for the financial year ended 31st March, 2021, as recommended by the Board, if approved at the AGM, will be paid on or after Wednesday, 29th September, 2021.
12. Pursuant to the Income Tax Act, 1961 ('IT Act') read with the Finance Act, 2020, dividend income is taxable in the hands of the Members with effect from April 1, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication providing information and detailed instructions with respect to tax on dividend for the financial year ended 31st March, 2021 has since been mailed by the Company to its Members and the same is also available on the company's website www.dhunseritea.com.
13. 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 Registrars 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 by the members to their Depository Participants only. Members holding shares in demat form are also requested

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to intimate any change in their address and / or bank mandate immediately to their Depository Participants.

14. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to the Company's Registrars & Share Transfer Agents M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001 or upload the same in the link <https://mdpl.in/form/nach-mandate>
15. For Members who are unable to receive their dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of their bank details; the Company will despatch the dividend warrant to such Members through permitted mode.

PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:

16. The Members can join this 24th AGM of the Company through VC/OAVM; 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
17. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Board of Directors, Key Managerial Personnel, Chairpersons of Audit Committee/Nomination and Remuneration Committee/Stakeholders Relationship Committee etc and the Auditors can attend this AGM without any restriction on account of first come first served basis.
18. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
19. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
20. The members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into

the e-Voting system of NSDL or send a request to NSDL at evoting@nsdl.co.in.

21. The members are requested to join the Meeting through Laptops for better experience and will be required to allow Camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
22. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS DURING AGM

23. The members who would like to participate as a speaker at the AGM may register themselves by sending a request mail to rm@dhunseritea.com on or before 16th September, 2021 mentioning their name, DP Id and Client Id /folio number, PAN, mobile number etc. Only those Members who have registered themselves as a speaker will be allowed to speak at this AGM. The speakers are requested to submit their question(s), if any, at the time of registration, to enable the Company to respond appropriately.
24. The Chairman of the meeting reserves the right to restrict the number of questions and number of speakers, to ensure the smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING

25. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), the Company is pleased to provide its Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the AGM.
26. The remote e-voting period will commence at 9.00 A.M. on Saturday, 18th September, 2021 and will end at 5.00 P.M. on Wednesday, 22nd September, 2021. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16th September, 2021 may cast their vote by remote e-voting. Once the vote on a resolution is cast by a Member, it shall not be allowed to be changed subsequently.

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In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.

27. 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. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 16th September, 2021 i.e. the cut-off date, are entitled to attend and vote at this 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 cast their vote through e-voting are requested to refer to the detailed procedure given hereinafter.

28. The procedure and instructions for Remote e-voting are given below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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. Open the .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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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.

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- c) 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

PROCEDURE FOR E-VOTING DURING THE AGM

1. The procedure for e-Voting during the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions earlier through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to cast vote again at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

PROCEDURE FOR PROCURING USER ID AND PASSWORD BY MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED

1. In case shares are held in physical mode please provide Folio No., Name of shareholder along with scanned copies of (a) the share certificate (front and back); (b) PAN card (self-attested); (c) Aadhaar card (self-attested) by email to the Company's Registrars and Share Transfer Agents at mdpldc@yahoo.com or to NSDL at evoting@nsdl.co.in
2. In case shares are held in demat mode, Members are, requested to contact NSDL (refer item 20 of notes on Notice of AGM).

GENERAL GUIDELINES FOR SHAREHOLDERS

29. 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.
30. In case of any queries, you may refer 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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31. Any person who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 16th September 2021, 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. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may follow steps mentioned above in the Notice of the AGM under Step 1 :“Access to NSDL e-Voting system.”
32. 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, within two working days 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.
33. 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.

OTHER INSTRUCTIONS

34. The Register of Directors and Key Managerial Personnel and their Shareholdings 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 during the meeting on the NSDL e-voting system after login.
35. The statement(s) containing the details of investors relating to unclaimed dividends as on 31st March and fractional shares entitlements (if any) in respect of each member for the respective years is available on the Company’s website www.dhunseritea.com
36. Members are requested to contact either the Company Secretary or M/s. Maheshwari Datamatics Private Limited for encashing their unclaimed dividends and/or fractional shares entitlements for the respective years.
37. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends / fractional shares entitlements 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 have not been paid / 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.
38. The due dates for transfer of the unclaimed/unpaid dividend and fractional shares entitlements to IEPF are as follows:

Financial Year	Due date for transfer to IEPF
2014-15	20/09/2022 (Dividend)
2014-15	20/09/2022 (fractional shares entitlements)
2015-16	17/09/2023
2016-17	13/09/2024
2017-18	13/09/2025
2018-19	19/09/2026
2019-20	29/10/2027

39. Members may communicate either with the Company Secretary or with the Company’s Registrars and Share Transfer Agents for redressal of queries.
40. 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 through e-mail or upload the same in the link <http://mdpl.in/form/pan-update>.
41. Members seeking any information with regard to Accounts may write to the Company 10 days in advance to enable the Company to readily provide the desired details at the AGM.

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

Item No. 4

In pursuance to the provisions of the Companies Act, 2013 read with rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations], the Board of Directors at its meeting held on 21st May, 2018 appointed Prof. Ashoke Kumar Dutta (DIN: 00045170) as Non-Executive Independent Director of the Company for a period of five years w.e.f. 21st May, 2018 which was duly approved by the members at the 21st Annual General Meeting of the Company held on 7th August, 2018.

SEBI vide its notification dated 10th May, 2018 has amended the SEBI Listing Regulations and, inter-alia, inserted a new Regulation 17(1A) mandating that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (Seventy Five) years unless a Special Resolution is passed to that effect by the members of the Company.

In view of the aforesaid amendment, approval is being sought from the members for continuation of directorship of Prof. Ashoke Kumar Dutta as Non-Executive Independent Director on his attaining the age of 75 (Seventy Five) years, by way of a special resolution, to enable him to continue as an Independent Director till the end of his present tenure. He shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Prof. Ashoke Kumar Dutta fulfil the conditions specified in the Act and Rules made thereunder and he is independent of the Management.

The Nomination and Remuneration Committee at its meeting held on 23rd June, 2021 has recommended to the Board continuation of Prof. Ashoke Kumar Dutta as a Non-Executive Independent Director of the Company on attaining the age of 75 years till the expiry of his present tenure and has recommended the same for the consideration and approval of the Board of Directors of the Company subject to Member's approval.

The Board considers his continued association as an Independent Director would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director.

None of the Directors or Key Managerial Personnel and their relatives, except Prof. Ashoke Kumar Dutta to whom the respective resolution relates, is concerned or interested in the resolution.

The Board recommends the Special Resolution set out at item no. 4 for the approval of the members.

A brief profile of Prof. Ashoke Kumar Dutta is annexed to this Notice as per Regulations 36(3) & 26(4) of SEBI [Listing Regulations].

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, 2022. 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 2021-22.

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

The Board recommends the Ordinary Resolution as set out at item no. 5 for approval of the members.

Item No. 6

The Board of Directors of the Company at their meeting held on 24th May, 2019 re-appointed Mr. C.K.Dhanuka as Managing Director of the Company, for a period of five years from 9th September, 2019 and for payment of remuneration as per the agreement dated 21st August, 2019. The terms of appointment of Mr. C. K. Dhanuka and the remuneration payable to him were approved by the members of the Company by a special resolution at the 22nd Annual General Meeting held on 13th August, 2019. It was also provided in the said agreement that the Managing Director shall be entitled to a minimum remuneration by way of salary and perquisites as specified in the agreement in the event of loss or inadequacy of profits in any year.

The Ministry of Corporate Affairs (MCA) have notified the provisions of Companies (Amendment) Act, 2017 relating to Managerial Remuneration. In view of the notification the amendment to Section 197 and Schedule V of the Companies Act, 2013 have been brought into effect w.e.f. 12th September, 2018 whereby the requirement of seeking Central Government approval for payment of Managerial Remuneration in excess of the limits stipulated for Public Companies has been removed.

Based on the recommendations of the Nomination and

Notice (Contd.)

Remuneration Committee, the Board at its meeting held on 23rd June, 2021, has approved modification in the terms of agreement of Mr. C.K.Dhanuka, subject to the approval by the Members of the Company at this 24th AGM.

The payment of minimum remuneration to Mr. C.K.Dhanuka as per earlier Agreement dated 21st August, 2019 is as under:

“Minimum Remuneration:

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

The proposed revised term is as under:

“Minimum Remuneration:

The Managing Director shall be entitled to a minimum remuneration by way of salary and perquisites in the event of loss in any year and in case of inadequacy of profits in any year he shall be entitled to salary, perquisites and commission as specified in the agreement.”

All other terms and conditions of the Agreement of 21st August, 2019 shall remain unchanged and these are mentioned below:

i) **Salary:**

Rs. 1,50,000/- (Rupees One Lakh fifty thousand Only) per month in the grade of Rs. 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 provisions, the perquisites shall be evaluated at actual cost.

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

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

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

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

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

(g) **Personal Accident Insurance:** Premium not to exceed Rs. 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.

None of the Directors or Key Managerial Personnel and their relatives except Mr. C. K. Dhanuka and Mr. M. Dhanuka is concerned or interested in this resolution.

The Board recommends the Special Resolution set out at item no. 6 for the approval of the members.

The amendment/agreement referred to in the resolution at Item No. 6 of the accompanying Notice will be open for inspection by the Members through electronic mode, on the basis of request being sent at rm@dhunseritea.com

By Order of the Board

For **DHUNSERI TEA & INDUSTRIES LIMITED**

Kolkata

23rd June, 2021

R. MAHADEVAN

Company Secretary

Notice (Contd.)

Details of directors seeking appointment at the 24th Annual General Meeting

[Information pursuant to Regulations 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard- 2 on General Meetings]

Item 3

Name of the Director	MR. MRIGANK DHANUKA
DIN	00005666
Date of Birth and Age	12 th August, 1980 41 years
Date of first appointment on the Board	1 st February, 2014
Qualifications	B.Com (Hons) Graduate from University of Calcutta; Industrial & Operations Engineering from University of Michigan, USA.
Experience and Expertise	Mr. Mrigank Dhanuka is on the board of several companies. The initial training under the group enabled him to gather practical experience specially relating to Tea industry, Petrochemical industry and hospitality business.
Shareholding in the Company	23,184
Number of Meetings of the Board attended during the year	1 out of 4
List of Directorship in other Companies (excluding foreign companies and section 8 companies)	<ul style="list-style-type: none"> • Dhunseri Ventures Ltd. • Dhunseri Investments Ltd. • Naga Dhunseri Group Ltd. • Mint Investments Ltd. • Dhunseri Infrastructure Ltd. • Trimplex Investments Ltd. • Madhuting Tea Private Ltd. • Dhunseri Poly Films Private Ltd.
Chairman/Member of the Committee of Directors of other Companies (excluding foreign companies and section 8 companies)	<p>Member of Stakeholder Relationship Committee: Naga Dhunseri Group Ltd.</p> <p>Member of Share Transfer Committee: Naga Dhunseri Group Ltd. Dhunseri Ventures Ltd. Dhunseri Investments Ltd.</p> <p>Member of Investment Committee: Dhunseri Ventures Ltd.</p> <p>Member of Nomination and Remuneration Committee: Dhunseri Investments Ltd.</p> <p>Member of Risk Management Committee: Dhunseri Investments Ltd.</p>
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Son of Mr. C.K.Dhanuka, Chairman and Managing Director of the Company.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	Being reappointed on retirement by rotation. Entitled to sitting fees only for attending Board Meetings.
Details of remuneration last drawn (Rs.)	Details provided in Corporate Governance section of the Annual Report.
Justification for choosing the appointees for appointment as Independent Directors	N.A.