



CIN: L15500WB1997PLC085661

Regd. Office : 'DHUNSERI HOUSE', 4A, WOODBURN PARK, KOLKATA-700020
Phone: 91-33-2280 1950 (5 Lines), Fax: 91-33-2287 8350 / 9274
Website: www.dhunseritea.com; E-mail: mail@dhunseritea.com

NOTICE OF POSTAL BALLOT

TO THE MEMBERS OF THE COMPANY

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

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended from time to time read with General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 11/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 respectively ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("SS-2"), seeking approval from the Members of Dhunseri Tea & Industries Limited ("Company") through Postal Ballot remote e-voting system in respect of the Special Resolution for Re-Appointment of Prof. Ashoke Kumar Dutta (DIN: 00045170) as an Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 21st May, 2023.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. The communication of the assent or dissent of the Members would take place through the remote e-voting system only.

An Explanatory Statement pursuant to Section 102 of the Act is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on February 4, 2023 appointed Mr. Kailash Chandra Dhanuka (FCS-2204) of K.C.Dhanuka & Co, Practicing Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m (IST) on Wednesday, February 15, 2023 and ends at 5.00 p.m.(IST) on Thursday, March 16, 2023. The Scrutinizer will submit his report to the Chairman of the Company upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Saturday, March 18, 2023.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.dhunseritea.com and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

Reappointment of Prof. Ashoke Kumar Dutta (DIN: 00045170) for a second term as an Independent Director of the Company

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, and the Rules framed thereunder read with Schedule IV to the Act, Prof. Ashoke Kumar Dutta (DIN: 00045170) who was appointed as an Independent Director of the Company for a consecutive period of five years w.e.f. May 21, 2018 and who holds office up to May 20 2023 and who has attained the age of 75 years and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years w.e.f. May 21, 2023 as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors at their respective meetings held on February 4, 2023."

Kolkata,
February 4, 2023

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

NOTES:

- (i) An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the proposed resolution is annexed hereto.
- (ii) The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (“SS-2”), in respect of Directors seeking re-appointment are also annexed to this Notice.
- (iii) In compliance with the requirement of MCA Circulars, this Postal Ballot Notice is being sent through electronic mode only to those Members whose e-mail address are with the Company / Depositories. The shareholders are required to communicate their assent or dissent through remote e-voting system.
- (iv) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on **February 10, 2023 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes through remote e- voting. A person who is not a Member as on the cut-off date should accordingly treat this Notice as for information purposes only.
- (v) To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by NSDL. Instructions for remote e-voting are provided in the Notice.
- (vi) The remote e-voting period will commence at 9.00 a.m. IST on Wednesday, February 15, 2023 and end at 5.00 p.m. IST on Thursday, March 16, 2023 (both days inclusive). During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the Cut-off date, i.e. February 10, 2023, 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.
- (vii) The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. **March 16, 2023**.
- (viii) Members who have not registered their email address with the Company can register the same through online portal <http://mdpl.in/form/email-update>

Members holding shares in demat mode should update their email address directly with their respective Depository Participants.

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

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting 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. Shareholders 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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

Type of shareholders	Login Method
	<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>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </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

B) Login Method 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?

- 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.
- 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, 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- 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 etc.
- 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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**

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 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 1020 990 and 1800 22 44 30 or send a request to NSDL at **evoting@nsdl.co.in**

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

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
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by the Company, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

Annexed to the Notice dated February 04, 2023

Prof. Ashoke Kumar Dutta appointment as an Independent Director of the Company for a term of five years w.e.f. 21st May, 2018 was approved by the shareholders at 21st Annual General Meeting held on 7th August, 2018. His tenure will come to an end on completion of five years w.e.f. 20th May, 2023.

As recommended by the Nomination & Remuneration Committee and as approved by the Board of Directors of the Company at their respective meetings held on 4th February, 2023, it was proposed to consider the re-appointment of Prof. Ashoke Kumar Dutta as an Independent Director of the Company for second term of five consecutive years w.e.f 21st May, 2023 pursuant to the provisions of Sections 149(10), 152 and other applicable provisions, if any and the Rules made thereunder read with Schedule IV to the Companies Act, 2013.

Prof. Ashoke Kumar Dutta having attained 75 years of age, the shareholders' approval is being sought by way of a Special Resolution as required under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [{"SEBI [Listing Regulations]}]

The Company has received a notice from a member in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company.

The Company has received from Prof. Ashoke Kumar Dutta (i) Consent 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 he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section 6 of Section 149 of the Companies Act, 2013 read with Regulation 16(1)(b) of SEBI [Listing Regulations] as amended.

The approval is sought from Members for the re-appointment of Prof. Ashoke Kumar Dutta as an Independent Director of the Company for a second term of five consecutive years w.e.f 21st May, 2023 and he shall not be liable to retire by rotation. Based on the evaluation of his performance, the Board opined that Prof. Ashoke Kumar Dutta who is proposed to be re-appointed as an Independent Director of the Company for second term of five consecutive years w.e.f. 21st May, 2023 fulfils the conditions specified in the Act and Rules made thereunder and he is independent of the Management.

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

A brief profile of Prof. Ashoke Kumar Dutta is annexed to this Notice as per Regulations 36(3) of SEBI [Listing Regulations] and Secretarial Standard-2 on General Meetings.

Details of Prof. Ashoke Kumar Dutta**[Information pursuant to Regulations 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard- 2 on General Meetings]**

Name of the Director	PROF. ASHOKE KUMAR DUTTA
DIN	00045170
Date of Birth	17th July, 1947
Date of first appointment on the Board	21.05.2018
Qualifications	Post Graduate in Management from IIM
Experience and Expertise	Prof. Ashoke Kumar Dutta is a post graduate in Management from IIM and was on the Board of several Public Sector Companies. Prof. Ashoke Kumar Dutta is a distinguished Academic Administrator with a unique background of heading a Media Company, a Business Organization and an Educational Institute.
Shareholding in the Company	NIL
Number of Meetings of the Board attended during the year	5 out of 6
List of Directorship in other Companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none">• All India Technologies Limited• Batchmates Com Private Limited• Sahaj Retail Limited
Chairman/Member of the Committee of Directors of other Companies (excluding foreign companies and Section 8 companies)	NIL
Resignation from any listed entity in past three years	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Not related to any Promoter, Director, Manager or Key Managerial Personnel of the Company.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	Entitled to sitting fees for attending Board/ Committee Meetings
Details of remuneration last drawn (Rs.)	Sitting Fees Rs. 75,000/-
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	As Founder Director of IIM Shillong he has set up the Centre for Ethics and Values, trained Directors of both Public and Private Sector Corporation and conducted classes for Directors of companies. He has also been appointed by the High Court of Calcutta to investigate and manage Public Utility Organizations, like media houses and educational institutions.
Justification for choosing the appointees for appointment as Independent Directors	Based on Performance Evaluation and as recommended by the Nomination & Remuneration Committee and approved by the Board.