

DHUNSERI TEA & INDUSTRIES LIMITED

CIN: L15500WB1997PLC085661

Regd. Office: Dhunseri House, 4A, Woodburn Park, Kolkata-700020
Phone: +91 33 2280-1950 (5 Lines); Fax: +91 33 2287 8350 / 9274
Website: www.dhunseritea.com;
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NOTICE

NOTICE is hereby given that the 26th Annual General Meeting (“AGM”) of the Members of Dhunseri Tea & Industries Limited will be held on Tuesday, September 19, 2023 at 3.00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

Item 1

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2023, including the audited Balance Sheet as at 31st March, 2023, the Statement of Profit & Loss for the year ended 31st March, 2023, the Cash Flow Statement for the year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors’ thereon.

Item 2

To declare a dividend of Rs. 3.00/- per equity share for the financial year ended March 31, 2023.

Item 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 4:

Appointment 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 appointment of Mr. Chandra Kumar Dhanuka (DIN: 00005684) as Managing Director of the Company, for a period of 5 (five) years with effect from January 1, 2024 in supersession of the existing agreement valid till September

8, 2024 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 the event in any financial year the Company does not earn any profits or earns inadequate profits the Company may pay to the Managing Director, the remuneration as specified in the agreement as the minimum remuneration.

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.”

Item 5:

To ratify the remuneration of the Cost Auditors for the year 2023-2024 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 amounting to Rs. 2.50 lac (Rupees Two lac and Fifty thousand only) plus applicable taxes and re-imbursalment of out of pocket expenses 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 March 31, 2024, be and is hereby ratified and confirmed.”

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

Kolkata,
May 28, 2023

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 26th 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") and SEBI vide their Circulars have permitted holding of the AGM through Video Conferencing ("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 26th AGM of the Company is being held through VC / OAVM.
3. Since the 26th AGM is being held pursuant to the MCA Circulars through VC / OAVM, the 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), to the Scrutinizer by email to ghanuka419@yahoo.co.in with a copy marked to evoting@nsdl.co.in
5. In case of Joint holders, only such joint holder who is higher in the order of names, will be entitled to attend and vote at this AGM being held through VC/OAVM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 13, 2023 till Tuesday, September 19, 2023 (both days inclusive).
7. Details of the director seeking appointment / re-appointment is annexed to this Notice.

DETAILS OF DISPATCH OF ANNUAL REPORT AND EMAIL ID REGISTRATION

8. In compliance with MCA Circulars, the Notice of the 26th AGM along with the Annual Reports and Accounts for 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered either with the Company or Depository Participant(s) under NSDL/ CDSL.
9. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant(s) (DP), and members holding shares in physical mode are requested to update their email addresses with the Company's RTA.

Please refer to Note 21 for the process to be followed for updating the email address etc.

10. The Notice of the 26th AGM and the Reports and Accounts for 2022-23 is also available on the Company's website www.dhunseritea.com; and on the websites 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 also 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 March 31, 2023, if approved at the 26th AGM, will be paid on or after Tuesday, September 26, 2023 to those Members whose names appear in the Register of Members of the Company as on Tuesday, September 19, 2023.
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 gross dividend amount at the prescribed rates. A communication providing information and detailed instructions with respect to tax on dividend for the financial year ended March 31, 2023 has since been mailed to the Members for their information / compliances, if any.
13. Members holding shares in demat form are requested to notify any change in address or bank account details to their respective Depository Participant (DP).

Members holding shares in physical form are requested to notify any change in address or bank account details to the Company/ RTA as mentioned in Note 21.
14. 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 to intimate any change in their address and / or bank mandate to their Depository Participants.
15. In the absence of the bank account details the Company will arrange to despatch Dividend warrants to the registered address of the Members through permitted mode (please refer Note 21).
16. The statement(s) containing the details of the investors w.r.t. unclaimed dividends as on March 31, 2023 and fractional shares entitlements (if any) are available on the Company's website www.dhunseritea.com
17. Members may contact either the Company Secretary or the Company's RTA M/s. Maheshwari Datamatics Private Limited for unclaimed dividends and/or unclaimed fractional shares entitlements, if any due to them.

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TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

18. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends / fractional share 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 / fractional shares entitlements have not been paid / claimed for seven consecutive years or more shall be transferred by the Company to IEPF as required by Section 124(6) of the Companies Act, 2013.

Members are advised to refer to the list available on the Company's website and respond accordingly if any.

Notices have since been sent to respective members regarding proposed transfer of equity shares to IEPF in respect of which dividend has remained unclaimed/unpaid for seven consecutive years or more pursuant to the provisions of section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

19. The details of the shares, unclaimed / unpaid dividend and fractional shares entitlements (2014-15) transferred by the Company to IEPF is available on the Company's website: <https://dhunseritea.com/investor/information/iepf/>
20. 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 |
|--|-------------------------------|
| Unclaimed/Unpaid Dividend | |
| 2015-16 | 17/09/2023 |
| 2016-17 | 13/09/2024 |
| 2017-18 | 13/09/2025 |
| 2018-19 | 19/09/2026 |
| 2019-20 | 30/10/2027 |
| 2020-21 | 30/10/2028 |
| 2021-22 | 08/10/2029 |
| Unclaimed/Unpaid Fractional Shares Entitlements | |
| 2021-22 | 20/10/2028 (on bonus issue) |

21. Mandatory Updation of records by Members holding shares in physical form:

In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, it is mandatory for each holder of physical securities of the Company to furnish details of PAN, Address, Email id, Mobile number, Bank account details, Specimen Signature and Nomination details to Company's Registrar and Share Transfer Agent (RTA) i.e., M/s. Maheshwari Datamatics Pvt. Ltd on or before September 30, 2023.

In the event of non-compliance of the aforesaid directives of SEBI, the respective Folios shall be frozen and shareholders will not be eligible to lodge any grievance or avail any service

request from the RTA and any dividend due and payable by the Company to such shareholders w.e.f. April 1, 2024 will be effected electronically. The despatch of physical warrant will be discontinued w.e.f 01.04.2024

In view of the above, shareholders holding shares in physical form are requested to furnish/update PAN, KYC details and Nomination details immediately to the Company's RTA by completing and forwarding the Forms listed below along with enclosures mentioned therein on or before September 30, 2023.

- i. Form ISR-1 : For Updation of PAN, Email address, Bank details etc
- ii. Form ISR-2 : For Updation of signature
- iii. Form ISR-3 : Declaration Form to Opt-out of Nomination
- iv. Form ISR-4 : Request for issue of Duplicate Certificate and other Service Requests
- v. Form ISR-5 : Request for Transmission of Securities by Nominee or Legal Heir
- vi. Form SH-13 : For Updation of Nomination
- vii. Form SH-14 : Cancellation or Variation of Nomination

The downloadable forms for updating the aforesaid details are also available at Company's website <https://dhunseritea.com/investor/information/investor-service-related-forms/>. Members are requested to forward duly completed and signed forms along with supporting(s), if any, to the Company's Registrars & Share Transfer Agents M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001.

PROCEDURE FOR ATTENDING THE 26TH AGM THROUGH VC / OAVM:

22. The Members can attend the 26th AGM of the Company through VC/OAVM; 30 minutes before and after the scheduled time for commencement of the Meeting by following the procedure mentioned in the Notice.
23. 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 26th AGM without any restriction of first come first served basis.
24. The attendance of the Members attending the 26th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
25. The Members will be provided with a facility to attend the 26th AGM through VC/OAVM as well as for e-Voting through the NSDL platform. Members may follow the steps mentioned below for **Access to NSDL e-Voting system**. After

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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.

26. 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.
27. 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.
28. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

PROCEDURE FOR PARTICIPATION AS A SPEAKER AT THE 26TH AGM

29. The members who would like to participate as a speaker at the 26th AGM may register themselves by sending a request mail to rm@dhunseritea.com on or before September 12, 2023 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 to the same.
30. 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

31. 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 26th AGM.

The remote e-voting period will commence on Friday, September 15, 2023 at 9.00 A.M. (IST) and will end on Monday, September 18, 2023 at 5.00 P.M. (IST). 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. Tuesday, September 12, 2023 may cast their vote by remote e-voting. The vote cast by a Member shall not be allowed to be changed subsequently.

In addition to the facility for voting through electronic voting system, 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 cast their vote through remote e-voting for the 26th AGM shall be eligible to attend the AGM but they shall not be eligible to cast their vote again at the meeting.

32. 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 Member, whose name appear first in the Register of Members / list of Beneficial Owners as on Tuesday, September 12, 2023 i.e. the cut-off date, is entitled to attend and cast vote at this 26th 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.

33. Instructions for remote e-voting

Step 1: Access to NSDL e-Voting system

A) For Individual Members holding shares in dematerialised form:

For Members holding shares in demat account with NSDL

► If you are registered for NSDL ‘IDeAS’ facility, you are required to follow the below-mentioned steps:

- (a) Launch internet browser by typing the URL: <https://eservices.nsdl.com> and click on ‘Beneficial Owner’ tab under the ‘IDeAS’ section.
- (b) Insert your existing user ID, password and the verification code as shown on the screen.
- (c) After login, click on ‘Access to e-voting’ under value added services and you will be able to see the e-voting page.
- (d) Click on ‘evote’ link available against Dhunseri Tea & Industries Limited or ‘e-voting service provider - NSDL’ and proceed to Step 2 to cast your vote.

► If you are not registered for ‘IDeAS’, you are required to follow the below-mentioned steps:

- (a) 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.jsp>
- (b) Launch internet browser by typing the URL: <https://evoting.nsdl.com> and click on ‘Shareholder / Member - Login’.

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- (c) Insert your existing user ID, password / OTP and the verification code as shown on the screen, and agree to the terms and conditions by clicking the box.
 - (d) After authentication, you will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.
 - (e) Click on '**evote**' link available against Dhunseri Tea & Industries Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.
- Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



For Members holding shares in demat account with Central Depository Services (India) Limited ('CDSL')

- **If you are registered for CDSL 'Easi / Easiest' facility, you are required to follow the below-mentioned steps:**
- (a) Login at www.cdslindia.com and click on '**New System Myeasi**', or launch internet browser by typing the URL: <https://web.cdslindia.com/myeasi/home/login> .

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 022 - 4886 7000 and 022 - 2499 7000 |
| 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 toll free no. 1800 22 55 33 |

B) For Non-Individual Members holding shares in demat mode and Members holding shares in physical mode:

If you are holding shares in dematerialised form and are registered for NSDL 'IDeAS' facility, you can login at <https://eservices.nsd.com> with your existing IDeAS login and click on 'Access to e-voting' to proceed to Step 2 to cast your vote.

Other Members are required to follow the below-mentioned steps:

- (a) Launch internet browser by typing the URL: <https://evoting.nsd.com> and click on '**Shareholder / Member - Login**'.

- (b) Insert your existing user ID and password.
 - (c) After login, you will be able to view the e-voting menu.
 - (d) Click on '**evote**' link available against Dhunseri Tea & Industries Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.
 - (e) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- You can also directly access the e-voting page by clicking on '**E Voting**' on the home page of www.cdslindia.com with your demat account number and PAN.

After OTP based authentication, you will be provided link for '**evoting**' against Dhunseri Tea & Industries Limited or '**e-voting service provider - NSDL**'. Click on the link and proceed to Step 2 to cast your vote.

For Members logging in through the websites of their Depository Participants

- (a) Login to your demat account, using the login credentials, through the concerned Depository Participant registered with NSDL / CDSL for e-voting.
 - (b) Click on the option available for e-voting. You will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.
 - (c) Click on '**evote**' link available against Dhunseri Tea & Industries Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.
- 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.

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(b) Insert your existing user ID, password and the verification code as shown on the screen.

➤ **User ID:**

| 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***. |

➤ **Password:**

- a) If you are already registered for e-Voting, then you can use your existing password to login.
- 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.
- c) To retrieve your 'initial password' you are required to follow the below mentioned steps:**
 - (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. 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- d) 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 holding shares in demat form, option available on www.evoting.nsdl.com or
 - b) Click on **Physical User Reset Password?**", if holding shares in physical mode option available on www.evoting.nsdl.com.
 - c) You may 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.
- e) Agree to "Terms and Conditions" by selecting on the check box.
- f) Click on "Login" button. Home page of e-Voting opens.

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

- (a) Select the EVEN of Dhunseri Tea & Industries Limited.
- (b) Now you are ready for remote e-voting as '**Cast Vote**' page opens.
- (c) Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and the message '**Vote cast successfully**' will be displayed.

PROCEDURE FOR E-VOTING DURING THE 26TH 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.

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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 27 of notes on Notice of AGM).

GENERAL GUIDELINES REGARDING E-VOTING / REMOTE E-VOTING FOR SHAREHOLDERS

34. 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.
35. 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.
36. 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., September 12, 2023, 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."
37. 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:

38. 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.

39. Members seeking any information with regard to Accounts may write to the Company atleast ten days in advance to enable the Company to provide the same.

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

Item No. 4

As recommended by the Nomination & Remuneration Committee, the Board of Directors at their meeting held on May 28, 2023 appointed Mr. Chandra Kumar Dhanuka as the Managing Director of the Company for a period of five years commencing from January 1, 2024 subject to approval of the Members at the 26th Annual General Meeting of the Company in supersession of the existing agreement valid till 8th September, 2024. 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. 1,95,000/- (Rupees One Lac Ninety Five Thousand only) per month in the grade of Rs. 1,95,000 – 15,000 - 2,55,000.

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 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.

NOTICE (Contd.)

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:

(a) **Provident Fund** : Company's Contribution towards Provident Fund at the rate of 12% of the salary or such rate as may be prescribed under the Employee's Provident Fund and Miscellaneous Provisions Act, 1952.

(b) **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 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.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Chandra Kumar Dhanuka, Mr. Mrigank Dhanuka and Mrs. Bharati Dhanuka is concerned or interested in this resolution.

The Board recommends the Special Resolution as set out under Special Business at Item 4 of the Notice of the 26th AGM for approval by the Members.

The Agreement referred above in respect to the Resolution at Item No.4 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.

Item 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 March 31, 2024. 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 2023-24.

The Board recommends the Ordinary Resolution as set out at item 5 of the 26th AGM Notice for approval of the members.

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

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

Kolkata,
May 28, 2023

R. MAHADEVAN
Company Secretary

NOTICE (Contd.)

Details of directors seeking appointment / re-appointment at the 26th Annual General Meeting

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

Item 3 & 4

| Name of the Director | MR. MRIGANK DHANUKA | MR. CHANDRA KUMAR DHANUKA |
|---|---|--|
| DIN | 00005666 | 00005684 |
| Date of Birth and Age | 12 th August, 1980 43 years | 19 th January, 1954 69 years |
| Date of first appointment on the Board | 1 st February, 2014 | 1 st February, 2014 |
| Qualifications | B.Com (Hons) Graduate from University of Calcutta; Industrial & Operations Engineering from University of Michigan, USA. | B.COM |
| Experience and Expertise | Mr. M. Dhanuka is son of Mr. C.K.Dhanuka and Vice Chairman of the Company. He is a B.Com (Hons) graduate from Calcutta University. He has also undergone a three year course on Industrial & Operations Engineering from university of Michigan, USA. He is associated with various Companies of the group. | Mr. C. K. Dhanuka is a graduate in Commerce and has over five decades of experience in the industry. An industrialist by occupation, he is the Ex-Chairman of FICCI (Eastern Regional Council) and is also a member of the National Committee of FICCI. Mr. C.K Dhanuka was the Ex-Chairman of the Indian Tea Association and the Ex-Vice Chairman of the Tea Board. He was also the Ex-President of the All India Organization of Employers. |
| Shareholding in the Company | 34,775 | 13,656 |
| Number of Meetings of the Board attended during the year | 3 out of 6 | 6 out of 6 |
| List of Directorship in other Companies (excluding foreign companies and Section 8 companies) | <ul style="list-style-type: none"> • Naga Dhunseri Group Limited • Mint Investments Limited • Trimplex Investments Limited • Madhuting Tea Private Limited • Dhunseri Investments Limited • Dhunseri Ventures Limited • Dhunseri Infrastructure Limited • Dhunseri Poly Films Private Limited | <ul style="list-style-type: none"> • Dhunseri Ventures Limited • Naga Dhunseri Group Limited • Mint Investments Limited • Trimplex Investments Limited • Madhuting Tea Private Limited • Dhunseri Investments Limited • CESC Limited • Emami Limited • Dhunseri Overseas Private Limited • Dhunseri Infrastructure Limited • IVL Dhunseri Petrochem Industries Private Limited • Dhunseri Poly Films Private Limited |

NOTICE (Contd.)

| Name of the Director | MR. MRIGANK DHANUKA | MR. CHANDRA KUMAR DHANUKA |
|--|---|--|
| Chairman/Member of the Committee of Directors of other Companies* | Member of Stakeholders' Relationship Committee: <ul style="list-style-type: none"> • Naga Dhunseri Group Ltd. | Member of Audit Committee: <ul style="list-style-type: none"> • Dhunseri Ventures Ltd. • Naga Dhunseri Group Ltd. • Mint Investments Ltd. • Emami Limited Chairman of Audit Committee <ul style="list-style-type: none"> • CESC Ltd. Member of Stakeholders' Relationship Committee: <ul style="list-style-type: none"> • Dhunseri Ventures Ltd. • Dhunseri Investments Ltd. Chairman of Stakeholders' Relationship Committee: <ul style="list-style-type: none"> • Emami Ltd. |
| Resignation from any listed entity in past three years | NIL | NIL |
| Relationship with other directors, manager and other Key Managerial Personnel of the Company | Except for Mr. C.K.Dhanuka (Father of Mr. Mrigank Dhanuka) and Mrs. Bharati Dhanuka (Wife of Mr. Mrigank Dhanuka) who are related to Mr. Mrigank Dhanuka; no other inter se relationship exists between the remaining directors, manager and other Key Managerial Personnel of the Company. | Except for Mr. Mrigank Dhanuka, Vice Chairman (Son of Mr. C.K.Dhanuka) and Mrs. Bharati Dhanuka (Wife of Mr. Mrigank Dhanuka) who are related to Mr. C.K.Dhanuka; no other inter se relationship exists between the remaining directors, manager and other Key Managerial Personnel of the Company. |
| Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid | Re-appointment pursuant to retirement by rotation. Sitting fees payable for attending Board meetings of the Company | As per Explanatory Statement annexed to this Notice. Sitting Fees NIL |
| Details of remuneration last drawn | Rs. 30,000 (paid during 2022-23) | Rs. 34,47,550 |
| In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements. | N.A. | N.A. |
| Justification for choosing the appointees for appointment as Independent Directors | N.A. | N.A. |

*Pursuant to Regulation 26 of the Listing Regulations, only two Committee Viz. Audit Committee and Stakeholders Relationship Committee has been considered.

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

Kolkata,
May 28, 2023

R. MAHADEVAN
Company Secretary