



DHUNSERI TEA & INDUSTRIES LIMITED

CIN: L15500WB1997PLC085661

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E-mail: mail@dhunseritea.com

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting ("AGM") of the Members of Dhunseri Tea & Industries Limited will be held on Friday, August 8, 2025 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, 2025, including the audited Balance Sheet as at 31st March, 2025, the Statement of Profit & Loss for the year ended 31st March, 2025, the Cash Flow Statement for the year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors' thereon.

Item 2

To declare a dividend of Re. 1.00/- per equity share for the financial year ended March 31, 2025.

Item 3

To appoint a director in place of Mr. Rajiv Kumar Sharma (DIN: 05197101), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item 4

Re-designation of Ms. Bharati Dhanuka (DIN: 02397650) 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 as recommended by the Nomination & Remuneration Committee and 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 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 change in designation of Ms. Bharati Dhanuka (DIN: 02397650), Vice Chairman (Non-Executive Director) to Whole Time Director (designated as "Executive Vice Chairman") for a period of 2 (two) years with effect from April 1, 2025 till March 31, 2027 and from Whole Time Director (designated as "Executive Vice Chairman") to Managing Director (designated as "Vice Chairman") of the Company with effect from May 22, 2025 till March 31, 2027 on the terms and conditions including remuneration as contained in the agreement(s) dated April 21, 2025 and June 3, 2025 entered into by the Company with Ms. Bharati Dhanuka, 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 and Audit 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 acceptable to Ms. Bharati Dhanuka and liable to retire by rotation.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Ms. Bharati Dhanuka, 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 Ms. Bharati Dhanuka, the remuneration as specified in the aforesaid agreement(s) 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

Appointment of Secretarial Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT on the recommendation of Audit Committee and Board of Directors at their respective meetings held on May 22, 2025 and pursuant to the provisions of Section 179, 204 and other applicable provisions of the Companies Act, 2013, if any, and Rule

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9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. M Shahnawaz & Associates, Practicing Company Secretaries (Firm Registration No. S2015WB331500) be and is hereby appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years to hold office from the conclusion of this 28th Annual General Meeting (AGM) till the conclusion of the 33rd AGM to be held in the year 2030 to conduct Secretarial Audit of the Company and to avail any other services, certificates, or reports as may be permissible under applicable laws for the period beginning from the Financial Year 2025-26 till the Financial Year 2029-30, at such remuneration and on such terms and conditions including remuneration as may be mutually decided between the Board, based on the recommendation of the Audit Committee, and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

Item 6

To ratify the remuneration of the Cost Auditors for the year 2025-2026 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-imbursement 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, 2026, be and is hereby ratified and confirmed."

By Order of the Board

For **DHUNSERI TEA & INDUSTRIES LIMITED**

Kolkata,
May 22, 2025

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 28th 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 28th AGM of the Company is being held through VC / OAVM.
3. Since the 28th 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), to the Scrutinizer by email to ghanuka419@yahoo.co.in with a copy marked to evoting@nsdl.com
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, Saturday, August 2, 2025 till Friday, August 8, 2025 (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 and SEBI (LODR) Third Amendment, Regulations, 2024 dated 12th December, 2024, Notice of the 28th AGM along with the Annual Reports and Accounts for FY 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or with the Depositories through NSDL/ CDSL.

A letter providing the web-link, including the exact path, where complete details of the Annual Report is available is being sent to those Members whose e-mail address are not registered;

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 item 18 for detailed procedure to be followed for updating the email address etc.

10. Members may note that the Notice of the 28th AGM and the Reports and Accounts for FY 2024-25 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

INFORMATION FOR MEMBERS

11. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the SEBI Circulars can also be accessed from the Company's website <https://dhunseritea.com/investor/information/sebi-circulars/>

12. SEBI has launched its new Investor website at <https://investor.sebi.gov.in/>. The said website contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by MILs related to securities market process education and awareness messages.

The SEBI Investor Website aims to assist individuals in taking control of their money, leading to better outcomes in their investment journey. It offers guidance on managing money well and making sound financial decisions independently. The financial awareness content, tools, and calculators available on the website can help people of all ages, backgrounds, and incomes to be in control of their financial decisions. The SEBI Investor website promotes confident and informed participation by investors in the securities market.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

13. 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

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more shall be transferred by the Company to IEPF as required by Section 124(6) of the Companies Act, 2013.

Members are requested to refer the list available on the Company's website www.dhunseritea.com

The Company has sent Notices to respective members regarding proposed transfer of their 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 and it has also been published in the same newspaper.

14. The details of the shares, unclaimed / unpaid dividend and fractional shares entitlements already transferred by the Company to IEPF is available on the Company's website Link: <https://dhunseritea.com/investor/information/iepf/>

15. The dividend and fractional shares entitlements remaining unclaimed/unpaid for seven consecutive years or more are liable to be transferred to IEPF on the following due dates:

Financial Year	Due date for transfer to IEPF
Unclaimed/Unpaid Dividend	
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
2022-23	26/10/2030
Unclaimed/Unpaid Fractional Shares Entitlements	
2021-22	20/10/2028 (on bonus issue)

16. The statement(s) containing the details of the investors w.r.t. unclaimed dividends as on March 31, 2025 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 Registrar and Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Private Limited for unclaimed dividends and/or unclaimed fractional shares entitlements.

18. 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 as amended vide Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 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 claim any dividend due and payable by the Company.

Member can furnish their aforesaid details to Company's RTA i.e., M/s. Maheshwari Datamatics Pvt. Ltd.

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.

- Form ISR-1 : For Updation of PAN, Email address, Bank details etc
- Form ISR-2 : For Updation of signature
- Form ISR-3 : Declaration Form to Opt-out of Nomination
- Form ISR-4 : Request for issue of Duplicate Certificate and other Service Requests
- Form ISR-5 : Request for Transmission of Securities by Nominee or Legal Heir
- Form SH-13 : For Updation of Nomination
- 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 RTA M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001.

PROCEDURE FOR ATTENDING THE 28TH AGM THROUGH VC / OAVM:

19. The Members can attend the 28th 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 below:

- 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 Statutory Auditors and Secretarial Auditors can attend this 28th AGM without any restriction of first come first served basis.
- The attendance of the Members attending the 28th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- The Members will be provided with a facility to attend the 28th 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 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.

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- iv. 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.
- v. 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.com
- vi. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or call 022- 4886 7000.

PROCEDURE FOR PARTICIPATION AS A SPEAKER AT THE 28TH AGM

20. The members who would like to participate as a speaker at the 28th AGM may register themselves by sending a request mail to urmi@dhunseritea.com on or before August 1, 2025 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.

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

21. 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 28th AGM as detailed below:
 - i. The remote e-voting period will commence at 9.00 A.M. (IST) on Monday, August 4, 2025 and ends at 5.00 p.m. on Thursday, August 7, 2025. 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. Friday, August 1, 2025 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.
 - ii. 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.

- iii. Members who have cast their vote through remote e-voting for the 28th AGM shall also be eligible to attend the AGM but they shall not be eligible to cast their vote again at the meeting.
22. 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 Friday, August 1, 2025 i.e. the cut-off date, are entitled to attend and cast vote at this 28th AGM.
23. 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.
24. The Members desiring to cast their vote through e-voting are requested to refer to the detailed procedure given hereinafter.

25. Instructions for remote e-voting

I. 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

► For OTP based login

- (a) Click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>.
- (b) Enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP.
- (c) Enter the OTP received on registered email id/mobile number and click on login.
- (d) 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.

► 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.

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

- 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>
- Launch internet browser by typing the URL: **<https://evoting.nsdl.com>** and click on **Shareholder / Member - Login**.
- 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.
- After authentication, you will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.
- 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:**

- 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>**.
 - Insert your existing user ID and password.
 - After login, you will be able to view the e-voting menu.
 - 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 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

- Login to your demat account, using the login credentials, through the concerned Depository Participant registered with NSDL / CDSL for e-voting.
- 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.
- 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.

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.com or call at 022 - 4886 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. 1800-21-09911

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.nsdl.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:

- Launch internet browser by typing the URL: **<https://evoting.nsdl.com>** and click on **'Shareholder / Member - Login'**.
- Insert your existing user ID, password and the verification code as shown on the screen.

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➤ **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:**

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

- Click on "Login" button. Home page of e-Voting opens.

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

- Select the EVEN of Dhunseri Tea & Industries Limited.
- Now you are ready for remote e-voting as '**Cast Vote**' page opens.
- 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.

III. PROCEDURE FOR E-VOTING DURING THE 28TH AGM

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

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

- 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.com
- In case shares are held in demat mode, Members are, requested to contact NSDL (refer item 19(v) of notes on Notice of AGM).

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V. **GENERAL GUIDELINES REGARDING E-VOTING / REMOTE E-VOTING FOR SHAREHOLDERS**

- a. 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.
- b. 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 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com
- c. 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., August 1, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com. 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.”

- d. 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:

- (e) 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.
- (f) **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.**

NOTICE (Contd.)

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 April 21, 2025 re-designated Ms. Bharati Dhanuka from Vice Chairman (Non-Executive Director) to Whole Time Director (designated as "Executive Vice Chairman") for a period of two years commencing from April 1, 2025 to March 31, 2027 subject to approval of the Members at the 28th Annual General Meeting (AGM) of the Company and liable to retire by rotation.

As recommended by the Nomination & Remuneration Committee, the Board of Directors at their subsequent meetings held on May 22, 2025, re-designated Ms. Bharati Dhanuka from Whole Time Director (designated as "Executive Vice Chairman") to Managing Director (designated as "Vice Chairman") with effect from May 22, 2025 till March 31, 2027 subject to approval of the Members at the 28th AGM of the Company, liable to retire by rotation.

The remuneration payable to Ms. Bharati Dhanuka as per the agreement(s) dated April 21, 2025 and June 3, 2025 is within the limits as prescribed under Schedule V of the Companies Act, 2013 as under:

i) Salary :

Rs. 4,00,000/- (Rupees Four Lacs only) per month in the grade of Rs. 4,00,000- 40,000- 4,40,000.

ii) Perquisites :

In addition to salary, Ms. Bharati Dhanuka, Managing Director (designated as "Vice Chairman") shall be entitled to the following perquisites:

- (a) Medical Reimbursement:** Coverage upto Rs. 10,00,000/- p.a. Premium to be paid by the Company for providing medical insurance coverage for self and family under Company's Group Mediciclaim Policy.
- (b) Leave Travel Concession:** For self and family twice in a year.
- (c) Club Fees :** Fees of clubs subject to a maximum of two clubs.
- (d) Credit Cards :** Entry and renewal fees to be reimbursed/ paid by company. All expenses incurred for official purposes to be reimbursed/ paid by the Company at actuals.
- (e) Leave :** As per Rules of the Company applicable to Senior Executives.
- (f) Personal Accident Insurance :** Premium not to exceed Rs. 20,000/- per annum.
- (g) 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) Other Benefits :

In addition to the aforesaid the Managing Director shall also be entitled to the following benefits, which shall not be included in the computation of her income:

- (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 :** As per rules of the Company.
- (c) Gratuity :** As per the Payment of Gratuity Act, 1972.
- (d) Superannuation Fund :** Company's contribution subject to a maximum of 15% of the Salary for every completed year of service.

v) Minimum Remuneration:

Ms. Bharati Dhanuka, Managing Director (designated as "Vice Chairman") shall be entitled to a minimum remuneration by way of salary and perquisites as aforesaid in the event of loss or inadequacy of profits of the Company during any year.

The approval is sought from Members of the Company for the re-designation of Ms. Bharati Dhanuka and for payment of remuneration as above.

The Agreement(s) 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 10.00 a.m. and 12.00 noon on any working day except on holidays.

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

The Board recommends the Special Resolution as set out under Special Business at Item No. 4 of the Notice of the 28th AGM for approval by the Members.

Item 5

Pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) made thereunder and based on the recommendations of the Audit Committee and the Board of Directors at their respective meetings held on May 22, 2025, M/s. M Shahnawaz & Associates, Practicing Company Secretary (Firm Registration Number: S2015WB331500) has been appointed as the Secretarial Auditors for a term of five consecutive years to hold office from the conclusion of this 28th Annual General Meeting (AGM) till the conclusion of the 33rd AGM to be held in the year 2030 to conduct Secretarial Audit for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30, subject to shareholders approval.

M/s. M Shahnawaz & Associates have given their consent to act

NOTICE (Contd.)

as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/s. M Shahnawaz & Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

M/s. M Shahnawaz & Associates is a firm of Practicing Company Secretaries, established in 2015, providing consultancy services in the field of Restructuring, Merger & Amalgamations, IBC Matters, IPO's, Due Diligence, Corporate Law, Compliance mainly SEBI Regulations, FEMA, Companies Act and NBFC for more than 10 years. The Firm is led by CS Md Shahnawaz having more than 18 years of experience in Corporate Law Compliances. He also appear before NCLT, SEBI, Regional Directors and other Judicial Authorities representing matters under IBC, Companies Act and SEBI Regulations.

The remuneration to be paid to M/s. M Shahnawaz & Associates for secretarial audit services for the financial year ending March 31, 2026 plus applicable taxes and out-of-pocket expenses, if any, shall be mutually decided. Besides the secretarial audit services, the Company may also obtain certifications from M/s. M Shahnawaz & Associates under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The Board of Directors and the Audit Committee may consider revisions to the remuneration of M/s. M Shahnawaz & Associates for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s. M Shahnawaz & Associates.

Based on the recommendations of the Audit Committee, the Board

of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility, experience, independent assessment & expertise in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

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

The Board recommends the Ordinary Resolution as set out at item 5 of the Notice of the 28th AGM for approval of the members.

Item 6

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, 2026. 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 2025-26.

The Board recommends the Ordinary Resolution as set out at item 6 of the Notice of the 28th AGM for approval of the members.

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

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

Kolkata,
May 22, 2025

R. MAHADEVAN
Company Secretary

NOTICE (Contd.)

Details of directors seeking appointment / re-appointment at the 28th 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. RAJIV KUMAR SHARMA
DIN	05197101
Date of Birth	7 th April, 1965
Date of first appointment on the Board	9 th September, 2014
Qualifications	B.COM; A.C.A; A.C.S
Experience and Expertise	Mr. R.K.Sharma, has wide experience in the field of Finance including Project Finance, Accounts, Taxation, Secretarial, Contract Negotiation, among others. He has over three decades of work experience and has been associated with our Group for more than two decades.
Shareholding in the Company	150
Number of Meetings of the Board attended during the year	5 out of 5
List of Directorship in other Companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none"> • Dhunseri Ventures Limited • Dhunseri Infrastructure Limited • IVL Dhunseri Petrochem Industries Private Limited • Dhunseri Poly Films Private Limited
Chairman/Member of the Committee of Directors of other 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 Director, Manager or Key Managerial Personnels 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 and Committee Meeting of the Company.
Details of remuneration last drawn	Sitting Fees Rs. 50,000 paid during 2024-25
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.
Justification for choosing the appointees for appointment as Independent Directors	N.A

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

[illegible]