



**Dhunseri Tea & Industries Limited**

CIN : L15500WB1997PLC085661

Registered Office : Dhunseri House, 4A, Woodburn Park, Kolkata 700020

June 28, 2021

BSE Limited Phiroze-Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 <b><u>Scrip Code: 538902</u></b>	National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, 5 <sup>th</sup> Floor Bandra Kurla Complex, Bandra (E), Mumbai -400 051 <b><u>Symbol: DTIL</u></b>
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**Sub: Issue of Bonus Shares**

Dear Sirs,

Further to our letter dated June 23, 2021, please find enclosed a copy of the Postal Ballot Notice dated June 23, 2021 together with Explanatory Statement, seeking Members approval for increase in the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company and Issue of Bonus Shares, by means of Postal Ballot through remote e-voting.

A draft of the Notice being released for publication in newspapers is enclosed.

Thanking You.

Yours faithfully,  
For Dhunseri Tea & Industries Limited

  
R. Mahadevan  
Company Secretary

Encl: As above



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 that the Resolutions set out hereunder for increase in Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company and Issue of Bonus Shares are proposed to be passed by means of Postal Ballot through remote e-voting. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

The Board of Directors of your Company at the meeting held on June 23, 2021 has appointed Mr. K.C. Dhanuka, a Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot through remote e-voting.

Members may cast their votes through remote e-voting facility provided by the Company and are requested to read carefully the instructions given in the Notes forming part of this Notice.

Based on the Scrutinizer's Report, the Chairman of the Company will declare the Results of the e-voting on Thursday, July 29, 2021 at the Registered Office of the Company. The declared Results, along with the Scrutinizer's Report, will be available on the Company's corporate website [www.dhunseritea.com](http://www.dhunseritea.com) under the section 'Investor Relations' and will also be forwarded to the Stock Exchanges where the Company's shares are listed. National Securities Depository Limited (NSDL), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these Results on its website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### SPECIAL BUSINESS

#### 1. Increase in Authorised Capital and consequential amendment to Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT**, in accordance with the provisions of Section 61 of the Companies Act, 2013 or any amendment thereto or modification thereof, the Share Capital of the Company be increased from Rs. 7,50,00,000/- (Rupees Seven Crore and Fifty Lakh) divided into 75,00,000 (Seventy-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 11,00,00,000/- (Rupees Eleven Crore) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10/- each by creation of additional 35,00,000 (Thirty-Five Lakh) Equity shares of Rs. 10/- (Rupees Ten) each."

**"RESOLVED FURTHER THAT**, in accordance with the provisions of Sections 61 read with Section 13 of the Companies Act, 2013 or any amendment thereto or modification thereof, the Memorandum of Association of the Company be amended by deletion of the existing Clause V and by substituting the same with the following:

V. The authorized share capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crore) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10/- each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, provided always that the Company shall have the power to issue shares at a premium and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, qualified and special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or condition."

#### 2. Issue of Bonus Shares

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution** :

##### **"RESOLVED:**

- (a) that in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("the Regulations"), including any amendment or modification of the Act and / or the Regulations, and the enabling provisions of the Articles of Association of the Company and subject to such approval(s) as may be necessary from any authority, consent be and is hereby accorded to the Board of Directors of the Company ("the Board", which term shall be deemed to include any Committee thereof) for capitalisation of a sum not exceeding Rs. 3,50,24,760 from Free Reserves of the Company, for the purpose of Issue of Bonus Shares of Rs. 10/- (Rupees Ten) each, credited as fully paid-up Equity Shares to the Shareholders of the Company as on Friday, August 6, 2021 being the "Record Date" fixed by the Board for this purpose, in proportion of 1 (One) Bonus Share of Rs. 10/- each for every existing 2 (Two) fully paid-up Equity Shares of Rs. 10/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Paid up Share Capital of the Company held by each such Member, and not as an income.
- (b) that the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date, save and except that they shall not be entitled to any dividend in respect of any financial year up to and including March 31, 2021;

- (c) that the Bonus Shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;
- (d) that no letter of allotment shall be issued in respect of the Bonus Shares but in the case of Members who hold Equity Shares in dematerialised form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be despatched, within the prescribed time limit;
- (e) that the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors, be subject to the approval of the RBI or any other regulatory authority, as may be necessary;
- (f) that no fractions arising out of the issue and allotment of the Bonus Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board to a nominee appointed by the Board, who shall hold the same as Trustee for the Members entitled thereto, and sell the said Shares so arising at the then prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting therefrom the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements;
- (g) that the Board be and is hereby authorised to take necessary steps for listing of such Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable guidelines, rules or regulations;
- (h) that for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary or expedient, including but not limited to filing of necessary forms/ documents/ returns etc with the concerned authorities and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable and its decision shall be final and binding.”

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

Kolkata,  
 June 23, 2021

**NOTES:**

- (i) 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) In view of the prevailing COVID-19 pandemic and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 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”), this Postal Ballot Notice (“Notice”) along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/ Company’s Registrar and Share Transfer Agent and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, June 25, 2021.  
 Members may note that this Notice will also be available on Company’s website ([www.dhunseritea.com](http://www.dhunseritea.com)), Stock Exchange’s website ([www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)) and National Securities Depository Limited (‘NSDL’) website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
- (iii) In compliance with the requirement of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot and accordingly, the shareholders are required to communicate their assent or dissent through remote e-voting system only.
- (iv) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **June 25, 2021 (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 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 Tuesday, June 29, 2021 and end at 5.00 p.m. IST Wednesday, July 28, 2021 (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. June 25, 2021, may cast their vote by remote e-voting. Once the vote on a resolution is cast by a Member, it shall not be allowed to be changed subsequently.

- (vii) The Results of postal ballot through remote e-voting will be announced on Thursday, July 29, 2021 at the Registered Office of the Company. Such Results, along with the Scrutinizer's report, will be available on the Company's website [www.dhunseritea.com](http://www.dhunseritea.com) and will be forwarded to the National Stock Exchange of India Limited and BSE Limited. NSDL will also display these results on its e-voting website.
- (viii) The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. **July 28, 2021.**
- (ix) 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 :

**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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Type of shareholders	Login Method
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?**

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**"(If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.**

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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](mailto:dhanuka419@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto:evoting@nsdl.co.in)

### **PROCEDURE FOR PROCURING USER ID AND PASSWORD BY MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED AND REGISTRATION OF E MAIL IDS FOR E-VOTING:**

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](mailto: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](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

## EXPLANATORY STATEMENT

Annexed to the Notice dated June 23, 2021

### Item No. 1

It is considered desirable that the Share Capital of your Company be increased to give effect to the recommendation for issue of Bonus Shares as stated in the Resolution under Item No. 2.

The Articles of Association of the Company read with Section 61 of the Companies Act, 2013 enables your Company to increase its Share Capital.

Further, the existing Clause V of the Memorandum of Association of the Company specifies the present Share Capital of your Company and accordingly, consequent upon the increase in the authorised capital of the Company substitution of the said Clause V is considered necessary to reflect the increased Share Capital.

A copy of the Memorandum and Articles of Association of the Company, containing the proposed amendment, will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on working days up to Wednesday, July 28, 2021.

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

The Board of Directors of your Company recommend this Resolution as set out at item no.1 for your approval as an Ordinary Resolution.

### Item No. 2

The Board of Directors of your Company have pleasure in proposing issue of Bonus Shares, subject to approval of the shareholders and such other authorities as may be necessary. The issue of Bonus Shares shall be made by capitalization of sum not exceeding Rs 3,50,24,760/- from the Free Reserves, as appropriate, as per the Audited Financial Statements of the Company for the financial year ended March 31, 2021. The issue of Bonus shares by capitalization of reserves is authorised by the Articles of Association of the Company. The issue of Bonus Shares be treated as an increase in the nominal amount in the Paid up Share Capital of the Company held by each such Member, and not as an income.

All the shareholders whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on Friday, August 6, 2021 being the ('Record Date'), as fixed by the Board of Directors, shall be entitled to the bonus issue.

The fully paid-up Bonus Shares shall be distributed to the Members whose names shall appear in the Register of Members of the Company in respect of shares held in the physical form, and / or whose names shall appear in the Register of Beneficial Owners as per details to be furnished by the Depositories in respect of shares held in the dematerialised form, as on the Record Date, in the proportion of 1 (One) Bonus Share of Rs. 10/- each for every existing 2 (Two) fully paid-up Equity Shares of Rs. 10/- each held by them respectively on the Record Date.

The Directors and Key Managerial Personnel of your Company and their relatives are interested in this Resolution to the extent of their respective holdings of shares in the Company.

The Board of Directors of your Company recommend this Resolution as set out at item No. 2 for your approval as an Ordinary Resolution.

Kolkata,  
June 23, 2021

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



Draft

**DHUNSERI TEA & INDUSTRIES LIMITED**

Regd. Office: Dhunseri House, 4A, Woodburn Park, Kolkata-700020

Phone: 91 33 2280 1950(5 Lines); Fax: 91 33 2287 8350 / 9274

CIN: L15500WB1997PLC085661; Website: [www.dhunseritea.com](http://www.dhunseritea.com);

E-mail: [mail@dhunseritea.com](mailto:mail@dhunseritea.com)

**NOTICE**

Members of the Company are hereby informed that the despatch of the Postal Ballot Notice dated June 23, 2021 (along with Explanatory Statement) to the Members of the Company, in respect of the Resolutions for Increase in Authorised Share Capital of the Company and consequential amendment to Clause V of the Memorandum of Association of the Company and Issue of Bonus Shares, has been completed on ..... The said documents were sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.

The aforesaid Resolutions are to be transacted by means of Electronic Voting (e-voting) in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through remote e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 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"), and other applicable laws and regulations, if any. National Securities Depository Limited ('NSDL') has been engaged by the Board of Directors of the Company for providing the e-voting platform.

In compliance with the requirement of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this postal ballot and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.

The Postal Ballot Notice is available on Company's website ([www.dhunseritea.com](http://www.dhunseritea.com)), Stock Exchange's website ([www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)) and NSDL's website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

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 i.e, Friday, June 25, 2021 will be entitled to cast their votes through remote e- voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.

The remote e-voting period will commence at 9.00 a.m. IST on Tuesday, June 29, 2021 and end at 5.00 p.m. IST on Wednesday July 28, 2021 (both days inclusive). E-voting will be blocked by NSDL at 5.00 p.m. IST on July 28, 2021.

In case of any query, members may refer to the Frequently Asked Questions (FAQs) and E-voting User Manual for Members available under the Downloads section of NSDL's e-voting website or contact 1800 1020 990/1800 22 44 30 or send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Kolkata,  
June 28, 2021

**For Dhunseri Tea & Industries Limited**

**R. Mahadevan  
Company Secretary**