



Dhunseri[®]

Dhunseri Tea & Industries Limited

(Formerly : DHUNSERI SERVICES LIMITED) CIN : L15500WB1997PLC085661

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

Ref.No.DTIL/108/2017/

17.02.2017

BSE Limited,
Phiroze-Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Fax No. : 022-22722037/39/41/61
022-22723121/3719

Scrip Code: 538902

National Stock Exchange of India Ltd.,
Exchange Plaza,,C-1, Block G, 5th Floor
Bandra Kurla Complex,
Bandra (E),
Mumbai-400051

Fax No. : 022-26598237/38

Symbol : DTIL

Dear Sirs,

Further to our letter No. DTIL/108/2017 dated 7th February,2017, we enclose in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Postal Ballot Notice dated 7th February,2017 together with Explanatory statement, seeking approval of the Members for authorizing the Board of Directors of the Company to create security/mortgage u/s 180 (1)(a) of the Companies Act, 2013. A specimen Postal Ballot Form is also enclosed.

Thanking you,

Yours faithfully,
For DHUNSERI TEA & INDUSTRIES LTD.


(R. MAHADEVAN)
Company Secretary

Encl: as above.



DHUNSERI TEA & INDUSTRIES LIMITED
(Formerly Dhunseri Services 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; E-mail: mail@dhunseritea.com

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules") for seeking approval of the shareholders of Dhunseri Tea & Industries Ltd. (the 'Company') to the appended special business by passing resolution through Postal Ballot and Electronic Voting (e-voting). The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof are also annexed hereto.

- (i) The Board of Directors of your Company at the meeting held on 7th February, 2017 have appointed Mr. K.C. Dhanuka (FCS-2204), a Practicing Company Secretary as the Scrutinizer for scrutinizing the Postal Ballot and e-voting process.
- (ii) Members have the option to vote either by Postal Ballot or through e-voting. Members opting to vote by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on Friday, 24th March, 2017. Members who opt for e-voting are requested to read carefully the instructions given in the Notes forming part of this Notice.
- (iii) Based on the Scrutinizer's Report, the Results of the Postal Ballot and e-voting will be declared on Monday, 27th March, 2017 at 4.00 p.m. 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 under the section 'Investor Relations' and will also be forwarded to the Stock Exchange 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.

Authority to the Board of Directors to create security/mortgage u/s 180 (1) (a) of the Companies Act, 2013.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and other applicable statutory regulations, if any, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members of the Company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to create security/mortgage over the assets of the Company both present and future, in favour of the Financial Institution(s)/Bank(s)/any other person to secure the amounts borrowed/to be borrowed upto a limit of Rs.250 Crore together with interests thereon, commitment charges and other monies in such manner as may be agreed by the Board and the Financial Institution(s)/Bank(s)/ any other person.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalise and execute or delegate the power to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale, transfer and/or disposal of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments and such other documents or papers as may be necessary in this regard."

By Order of the Board
Dhunseri Tea & Industries Ltd.

R. Mahadevan
Company Secretary

Kolkata,
7th February, 2017

NOTES:

- (i) The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on Friday, 17th February, 2017. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
- (ii) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on 17th February, 2017 (**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 by Postal Ballot or e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
- (iii) **Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting.** In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- (iv) The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting or receipt of duly completed Postal Ballot Forms i.e. **Friday, 24th March, 2017.**

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

I. In case of Members who receive the Postal Ballot Notice in electronic mode:

- (a) Open the e-mail and the PDF file viz. '**DTIL e-voting. pdf**' with your Client ID No. or Registered Folio No. as password for e-voting. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (b) Launch internet browser by typing the **URL: <https://www.evoting.nsdl.com/>** and click on '**Shareholder-Login**'.
- (c) Insert user ID and password as initial password stated in (a) above. Click on 'Login'
- (d) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
- (e) Home page of e-voting opens. Click on '**e-voting: Active Evoting Cycles**' and select the Electronic Voting Event Number(EVEN) of Dhunseri Tea & Industries Ltd.
- (f) Now you are ready for e-voting as '**Cast Vote**' page opens.
- (g) Cast your vote by selecting appropriate option and click on 'Submit'. Thereafter click on 'Confirm' when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.
- (h) Thereafter the message 'Vote cast successfully' will be displayed.
- (i) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorization to the Scrutinizer through e-mail at **dhanuka419@yahoo.co.in** with a copy marked to NSDL's e-mail ID **evoting@nsdl.co.in**.

II. In case of Members who receive the Postal Ballot Notice by post:

- (a) User ID and initial password are provided in the Postal Ballot Form
- (b) Please follow the steps from Sl. Nos. (b) to (i) mentioned (I) above, to cast your vote

III. Members already registered with NSDL for e-voting can use their existing user ID and password for Login.

Thereafter please follow the steps from Sl.Nos. (e) to (i) mentioned in (I) above, to cast your vote.

IV. In case of any query / grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website **www.evoting.nsdl.com** or contact:

- (a) Mr. Amit Vishal, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th & 5th Floors, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 at telephone no. 022-2499 4360 or toll free no. 1800222990 or at e-mail ID **AmitV@nsdl.co.in**.
- (b) Mr. R. Mahadevan, Company Secretary at telephone nos. 033-2280-1950 (5 lines) or at e-mail ID **rm@dhunseritea.com**.

You may also send your queries to the company's e-mail ID **mail@dhunseritea.com**.

V. E-voting starts at **9.00 a.m. on 23rd February, 2017** and ends at **5.00 p.m. on 24th March, 2017**, when e-voting will be blocked by NSDL.

VI. There will be one vote for every Client ID No./ Registered Folio No. irrespective of the joint holders

EXPLANATORY STATEMENT Annexed to the Notice dated 7th February, 2017

The Members of the Company hereby authorize the Board of Directors of the Company by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to create security/mortgage over the assets of the Company both present and future, in favour of the Financial Institution(s)/Bank(s)/any other person to secure the amounts borrowed/to be borrowed upto a limit of Rs.250 crore together with interests thereon, commitment charges and other monies in such manner as may be agreed by the Board and the Financial Institution(s)/Bank(s)/any other person.

The Board recommends this Resolution for your approval.

None of the Directors / Key managerial personnel of the Company / or their relatives is interested financially or otherwise in this resolution except to the extent of their shareholding, if any.

By Order of the Board
Dhunseri Tea & Industries Ltd.

R. Mahadevan
Company Secretary

Kolkata,
7th February, 2017



DHUNSERI TEA & INDUSTRIES LTD.

(Formerly Dhunseri Services Limited)

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CIN : L15500WB1997PLC085661

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E-mail : mail@dhunseritea.com, Website : www.dhunseritea.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified before filling the form)

Serial No.

1. Name(s) of Member(s) :
including Joint holders, if any

2. Registered Address of the :
sole / first named Member

3. i) DP ID No. & Client ID No.* / :
Registered Folio No.**
[* Applicable to Members Holding
Shares in dematerialized form
**Applicable to Members holding
shares in certificate form]

4. No. of Equity Share(s) held :

5. I/We hereby exercise my/our vote in respect of following Resolution to be passed through postal ballot and e-voting, by conveying my / our assent or dissent to the said Resolution by placing tick (✓) mark in the appropriate box below :

Resolution	No. of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution for authorizing the Board of Directors to create security/mortgage u/s 180 (1) (a) of the Companies Act, 2013.			

Place :

Date :

Signature of Member

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number(EVEN)	User ID	Password
		Use your existing password

Note : Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

- a) Members desiring to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. K.C. Dhanuka (FCS-2204), in the enclosed self-addressed postage prepaid envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his/her absence by the next named Member.
- c) Assent must be accorded by placing a tick (✓) mark in the column 'I / We assent to the Resolution (FOR) or dissent must be accorded by placing a tick (✓) mark in the column 'I / We dissent to the Resolution (AGAINST)'.
- d) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in the dematerialized form or in the certificate form, respectively. Unsigned Postal Ballot Forms will be considered invalid.
- f) Postal Ballot Forms which are incomplete or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) Members seeking Postal Ballot Forms can write to the Company, Dhunseri Tea & Industries Ltd., 4A, Woodburn Park, Kolkata-700020 or e-mail at mail@dhunseritea.com.
- h) Members are requested not to send any other paper along with this Postal Ballot Form.
- i) **Completed Postal Ballot Forms, as stated above, should reach the Scrutinizer no later than the close of working hours on Friday, 24th March, 2017.** Postal Ballot Forms received after this date will be considered invalid.

GENERAL INFORMATION

- (1) One Postal Ballot Form is being sent for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (2) **Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting.** In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- (3) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on Friday, 17th February, 2017 being the cut-off date.