Dhunseri®
Dhunseri Tea & Industries Limited
CIN : L15500WB1997PLC085661
Registered Office : Dhunseri House, 4A, Woodburn Park, Kolkata 700020

November 23, 2026

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

Sub: Notice of Postal Ballot

Dear Sirs,

Please find enclosed a copy of the Postal Ballot Notice dated November 6, 2026 together with Explanatory Statement, seeking Members' approval by way of Special Resolution for Re-appointment of Ms. Bharati Dhanuka (DIN: 02397650) as Vice Chairman & Managing Director for 3 years w.e.f. 01.04.2027 and remuneration payable to her.

Thanking You.

Yours faithfully,
For Dhunseri Tea & Industries Limited

Urmi Bhotika
Digitally signed by Urmi Bhotika
Date: 2026.11.23 15:13:40 +05'30'

Urmi Bhotika
Company Secretary
& Compliance Officer

Dhunseri Tea & Industries Ltd. Kolkata 700 020

Encl: As above

Ph. : +91 33 2280 1950 (Five Lines) Fax : +91 33 2287 8350/9274
Email : mail@dhunseritea.com, Website : www.dhunseritea.com

DHUNSERI TEA & INDUSTRIES LIMITED
CIN: L15500WB1997PLC085661
Regd. Office : 'DHUNSERI HOUSE', 4A, WOODBURN PARK,
KOLKATA-700020
Phone: 91-33-2280 1950 (5 Lines), Fax: 91-33-2287 8350
Website: www.dhunseritea.com;
E-mail: mail@dhunseritea.com

NOTICE OF POSTAL BALLOT

TO THE MEMBERS OF THE COMPANY

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

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended from time to time read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("SS-2"), seeking approval from the Members of Dhunseri Tea & Industries Limited ("Company") through Postal Ballot remote e-voting system only in respect of the Special Resolution for:

(i) Re-appointment of Ms. Bharati Dhanuka (DIN: 02397650) as a Vice Chairman & Managing Director for 3 years w.e.f. 1st April, 2027 and remuneration payable to her

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

An Explanatory Statement pursuant to Section 102 of the Act is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on November 6, 2026 appointed Mr. Kailash Chandra Dhanuka (FCS-2204) of K.C.Dhanuka & Co, Practicing Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m (IST) on Tuesday, November 24, 2026 and ends at 5.00 p.m. (IST) on Wednesday, December 23, 2026. The Scrutinizer will submit his report to the Chairman of the Company upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Monday, December 28, 2026.

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

SPECIAL RESOLUTION NO. 1:

Re-appointment of Ms. Bharati Dhanuka (DIN: 02397650) as a Vice Chairman & Managing Director for 3 years w.e.f. 1st April, 2027 and remuneration payable to her

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and as recommended by the Nomination and Remuneration Committee, approval of the Members be and is hereby accorded to the re-appointment of Ms. Bharati Dhanuka (DIN: 02397650) as a Vice Chairman & Managing Director of the Company, for a period of 3 (three) years with effect from April 1, 2027 till March 31, 2030 and liable to retire by rotation, on the terms and conditions including remuneration as contained in the agreement being entered into between the Company and Ms. Bharati Dhanuka, and also set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Vice Chairman & Managing Director, if the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V of the Companies Act, 2013, the Company may pay the remuneration as specified in the aforesaid agreement as the minimum remuneration to Ms. Bharati Dhanuka.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution, including the alteration and variation in the terms and conditions of the said re-appointment and/or agreement irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Ms. Bharati Dhanuka, subject to such approvals as may be required."

Kolkata,
November 6, 2026

By Order of the Board
Dhunseri Tea & Industries Ltd.

Urmi Bhotika
Company Secretary &
Compliance Officer

NOTES:

(i) An Explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the proposed resolution is annexed hereto.

(ii) The relevant details, pursuant to Schedule V of the Act, Regulation 36(3) of the SEBI LODR Regulations and SS-2 issued by the Institute of Company Secretaries of India ("SS-2"), in respect of aforesaid resolution are also annexed to this Notice.

(iii) In compliance with the requirement of MCA Circulars, this Postal Ballot Notice is being sent through electronic mode only to those Members whose e-mail addresses are available with the Company / Depositories. The shareholders are required to communicate their assent or dissent only through remote e-voting system.

(iv) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on **November 20, 2026 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes through remote e-voting. A person who is not a Member as on the cut-off date should accordingly treat this Notice as for information purpose 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, November 24, 2026 and end at 5.00 p.m. IST on Wednesday, December 23, 2026 (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., November 20, 2026, may cast their vote by remote e-voting. Once the vote on a resolution is cast by a Member, it shall not be allowed to be changed subsequently.

(vii) The Special Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. December 23, 2026.

(viii) Members holding shares in demat mode, who have not registered their email address are requested to register their email address with their respective Depository Participant(s) (DP), and members holding shares in physical mode are requested to update their email address with the Company's RTA, M/s. Maheshwari Datamatics Private Limited, 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001.

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

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

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

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

- **If you are registered for NSDL 'IDeAS' facility, you are required to follow the below-mentioned steps:**

(a) Launch internet browser by typing the URL: **https://eservices.nsdl.com** and click on '**Beneficial Owner**' tab under the 'IDeAS' section.
(b) Insert your existing user ID, password and the verification code as shown on the screen.
(c) After login, click on '**Access to e-voting**' under value added services and you will be able to see the

e-voting page.

(d) Click on '**evote**' link available against Dhunseri Tea & Industries Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.

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

(a) Option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

(b) Launch internet browser by typing the URL: https://www.evoting.nsdl.com/ and click on **Shareholder / Member - Login**'.

(c) Insert your existing user ID, password / OTP and the verification code as shown on the screen, and agree to the terms and conditions by clicking the box.

(d) After authentication, you will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.

(e) Click on '**evote**' link available against Dhunseri Tea & Industries Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.

- Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.



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

- **If you are registered for CDSL 'Easi / Easiest' facility, you are required to follow the below-mentioned steps:**

(a) Login at **www.cdslindia.com** and click on '**New System Myeasi**'.

(b) Insert your existing user ID and password.

(c) After login, you will be able to view the e-voting menu.

(d) Click on '**evote**' link available against Dhunseri Tea & Industries Limited or '**e-voting service provider - NSDL**' and proceed to Step 2 to cast your vote.

(e) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

- You can also directly access the e-voting page by clicking on '**E Voting**' on the home page of **www.cdslindia.com** with your demat account number and PAN.

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

For Members logging in through the websites of their Depository Participants

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

(b) Click on the option available for e-voting. You will be re-directed to NSDL e-services website wherein you will be able to see the e-voting page.

(c) Click on **'evote'** link available against Dhunseri Tea & Industries Limited or **'e-voting service provider - NSDL'** and proceed to Step 2 to cast your vote.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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) 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.

➢ **User ID:**

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

➢ **Password:**

a) If you are already registered for e-Voting, then you can use your existing password to login.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you.

c) To retrieve your 'initial password' you are required to follow the below mentioned steps:

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. 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

d) If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**", if holding shares in demat form, option available on www.evoting.nsdl.com or

b) Click on **Physical User Reset Password?**", if holding shares in physical mode option available on www.evoting.nsdl.com.

c) You may send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

e) Agree to "Terms and Conditions" by selecting on the check box.

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

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

(a) Select the EVEN of Dhunseri Tea & Industries Limited.

(b) Now you are ready for remote e-voting as '**Cast Vote**' page opens.

(c) Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and the message '**Vote cast successfully**' will be displayed.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dhanuka419@yahoo.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder along with scanned copies of (a) the share certificate (front and back); (b) PAN card (self-attested); (c) Aadhaar card (self-attested) by email to the Company's Registrars and Share Transfer Agents at contact@mdplcorporate.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), AADHAAR (self-attested scanned copy of Aadhaar Card) to mail@dhunseritea.com . 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.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by the Company, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT
Annexed to the Notice dated November 6, 2026

Item No. 1

The Board of Directors at its meeting held on April 21, 2025, changed the designation of Ms. Bharati Dhanuka, from Vice Chairman (Non-Executive Director) to Whole Time Director for a period of 2 (two) years with effect from April 1, 2025 till March 31, 2027 and subsequently the Board of Directors at its meeting held on May 22, 2025, further re-designated her from Whole Time Director to Managing Director (designated as "Vice Chairman") with effect from May 22, 2025 till March 31, 2027, approved by the members at the 28th Annual General Meeting held on August 8, 2025, liable to retire by rotation.

As recommended by the Nomination & Remuneration Committee and as approved by the Board of Directors of the Company at their respective meetings held on November 6, 2026, it is proposed to consider the re-appointment of Ms. Bharati Dhanuka as a Vice Chairman & Managing Director for a period of three (3) years w.e.f. April 1, 2027 till March 31, 2030 and payment of remuneration pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

Ms. Bharati Dhanuka has consented to act as the Vice Chairman & Managing Director of the Company and has confirmed that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. She has further confirmed that she satisfies all the conditions as set out under Part I of Schedule V and Section 196(3) of the Act for her re-appointment as Vice Chairman & Managing Director.

Ms. Bharati Dhanuka has been associated with the Company for a considerable period. Over this time, her experience and contribution to the Company have been commendable and hence the Board of Directors considers that her re-appointment would be in the best interest of the Company, and recommends the resolution for the approval of the Members.

The remuneration payable to Ms. Bharati Dhanuka is as per the agreement being entered into between the Company and Ms. Bharati Dhanuka and is within the limits prescribed in Schedule V of the Companies Act, 2013 as given below:

i) **Salary :**
Rs. 6,00,000/- (Rupees Six Lacs only) per month in the grade of Rs. 6,00,000- 36,000- 6,72,000.

ii) **Perquisites :**
In addition to salary, the Vice Chairman & Managing Director shall be entitled to the following perquisites:

a) **Medical Reimbursement:** Coverage of 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 Mediclaim 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 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 Vice Chairman & 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 Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

(b) Leave Encashment : As per rules of the Company.

(c) Gratuity : As per Chapter V of the Code on Social Security, 2020.

(d) Superannuation Fund : Company's contribution subject to a maximum of 15% of the Salary for every completed year of service.

(e) National Pension System (NPS) : The Vice Chairman & Managing Director shall have the option, but not the obligation, to participate in the National Pension System ("NPS") under the Corporate Model, as regulated by the Pension Fund Regulatory and Development Authority ("PFRDA") under the PFRDA Act, 2013 and the regulations, guidelines and circulars issued under it from time to time.

v) **Minimum Remuneration:**
The Vice Chairman & Managing Director 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 Company has received from Ms. Bharati Dhanuka:

(i) Consent Letter;
(ii) An intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013;
(iii) Notice of Interest pursuant to Section 184 (1) of the Act and Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 in Form MBP-1; and
(iv) List of Relatives.

The approval is sought from Members for the re-appointment of Ms. Bharati Dhanuka as a Vice Chairman & Managing Director of the Company for a period of three years w.e.f April 1, 2027 and shall be liable to retirement by rotation.

The Agreement referred above will be open for inspection by the Members at the Registered Office of the Company between the hours of 10:00 a.m. and 12:00 noon on any working day except on holidays.

A brief profile of Ms. Bharati Dhanuka and Disclosure as required under Schedule V to the Companies Act, 2013 are included as an annexure to this Notice.

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 the resolution.

The Board recommends the **Special Resolution** for the approval of the members.

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT
[Information pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard- 2 on General Meetings]

Name of the Director	**MS. BHARATI DHANUKA**
DIN	02397650
Date of Birth	12/03/1980
Date of first appointment on the Board	March 25, 2022
Qualifications	Bachelors' Degree in Business Administration and Masters in Mass Communication from the University of Madras.
Experience and Expertise	She also holds Diploma in Fashion Production (Accessories) from the University of Arts, London. She is on the Board of several Companies of the Group. She is actively involved in the business of gift packaging for over a decade under brand "The Packaging Tree" and is presently heading the brand "Paparaty" an online shop in India and Singapore which provides a wide range of personalized products and gift packaging solutions.
Shareholding in the Company	NIL
Number of Meetings of the Board attended during the year	6 out of 6 held during FY 2025-26.
List of Directorship in other Companies (excluding foreign companies and Section 8 companies)	• Dhunseri Investments Limited • Naga Dhunseri Group Limited • Trimplex Investments Limited • Mint Investments Limited • Dhunseri Ventures Limited • Dhunseri Poly Films Private Limited
Chairman/Member of the Committee of Directors of other Companies*	• Naga Dhunseri Group Limited: Member of Stakeholders' Relationship Committee
Resignation from any listed entity in past three years	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Ms. Bharati Dhanuka is the daughter-in-law of Mr. C.K Dhanuka, Promoter, Chairman and Managing Director of the Company
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per Explanatory Statement annexed to this Notice.

Details of remuneration last drawn	Rs. 61.36 Lakhs for FY 2025-26
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Not Applicable
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable

**Only the Chairmanship/Membership of Audit Committees and Stakeholders' Relationship Committees have been considered.*

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

Item No. 1 (Notice of Postal Ballot)

I. General Information-

Nature of Industry	Plantation Industry
Date or expected date of Commercial Production	Since 1997
In case of new Companies, expected date of commencement of Activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

Financial Performance- **(Rs. in Lakhs)**

Particulars	**For the year ended 31st March, 2026**
Total Income	33,667.50
Total Expenses	34,066.05
Profit/(Loss) from Continuing Operations Before Exceptional Item and Tax	(398.55)
Exceptional Item	639.42
Profit/(Loss) from Continuing Operations	240.87
Tax Expense: Current Tax (charge)/credit [including tax for earlier years] Deferred Tax Credit	 (108.40) (240.74)
Profit/(Loss) for the year	590.01

Foreign Investments or collaborations, if any-

The Company's wholly owned subsidiaries outside India as on March 31, 2026 are as under:

i) Dhunseri Petrochem & Tea Pte Ltd (DPTPL)
ii) Makandi Tea & Coffee Estates Ltd (MTCEL)
iii) Kawalazi Estate Company Ltd (KECL)
iv) A.M. Henderson & Sons Ltd. (AMHSL)
v) Chiwale Estate Management Services Ltd (CEMSL)
vi) Ntimabi Estate Ltd (NEL)

The entire share capital of the aforesaid subsidiaries i.e., AMHSL, CEMSL & NEL is held by MTCEL and that of MTCEL and KECL is held by DPTPL and the entire share capital of DPTPL (Wholly Owned Subsidiary) is held by the Company.

II. Information about the Appointee

	Ms. Bharati Dhanuka
Background details	As per annexure attached to Explanatory Statement.
Past Remuneration	Rs. 61.36 Lakhs for FY 2025-26
Recognition and Awards	-
Job Profile and her suitability	As per annexure attached to Explanatory Statement.
Remuneration proposed	As per the Explanatory Statement pursuant to section 102 of the Companies Act, 2013
Comparative remuneration profile with respect to industry, size of company, profile of the position and person	Ms. Bharati Dhanuka's expertise over a period of time in the group Companies has been commendable and progressive, the Board of Directors considers that the remuneration proposed to be paid to her is justified and is commensurate with other organisations of the similar type, size and nature in the industry.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration, Ms. Bharati Dhanuka does not have any pecuniary relationship with the Company. She is the daughter-in-law of Mr. C. K. Dhanuka, Promoter, Chairman and Managing Director of the Company.

III. Other information:

1. **Reasons of loss or inadequate profits:** Increase in cost of operation resulted in loss or inadequate profits.

2. **Steps taken or proposed to be taken for improvement:** With effective cost control measures being adopted, better agricultural practices and with improvement in the quality of made tea, the realisation per kg of made tea is expected to increase in due course. All these steps are expected to improve the overall performance of the Company.

3. **Expected increase in productivity and profits in measurable terms:** The Company has taken various steps to improve the quality of made tea, thus resulting in increase in productivity and profit of the Company. The production capacity of the Company has increased to 12.20 mn kg from 11.73 mn kg in the previous year.