

# DHUNSERI INVESTMENTS LIMITED

CIN: L15491WB1997PLC082808

Registered Office: "Dhunseri House", 4A, Woodburn Park, Kolkata 700 020

Tel: 91 033 2280 1950 (5 lines); Fax: 91 033 2287 8995

Email: mail@dhunseriinvestments.com; Website: www.dhunseriinvestments.com

## POSTAL BALLOT NOTICE

To

The 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") (including any statutory modification or re-enactment thereof for the time being in force), to seek approval of the Members of the Company, to the appended resolutions through postal ballot (including electronic voting).

The explanatory statement pursuant to Section 102 of the Act, pertaining to the resolution setting out the material facts and the reasons thereof is also annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed Mr. Mohammad Shah Nawaz (ACS-21427; CP-15076), Practising Company Secretary, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner, scrutinize the voting done through postal ballot and e-voting and to submit his report of voting. He has communicated his willingness to be appointed and available for the said purpose.

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 (5:00 PM IST) on Wednesday, January 16, 2019. Members who opt for e-voting are requested to read carefully the instructions given in the notes forming part of this notice.

Based on the Scrutinizer's Report, the Results of the Postal Ballot and e-voting will be declared on Friday, January 18, 2019 by 5.30 P.M. IST 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.dhunseriinvestments.com and will also be forwarded to the Stock Exchanges where the Company's shares are listed i.e. BSE & NSE. A copy of the result will also be forwarded to National Securities Depository Limited (NSDL), engaged by the Board of the Directors of the Company for facilitating e-voting, for displaying these Results on its website www.evoting.nsdl.com.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be Friday, January 18, 2019, viz. the date of declaration of results.

### SPECIAL BUSINESS:

#### 1) Continuation of directorship of Mr. P. J. Bhide as Non-Executive Independent Director

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

**"RESOLVED THAT** pursuant to Regulation 17(1A) of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notification dated May 09, 2018 the consent of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. P. J. Bhide, who was appointed as Independent Director of the Company for a period of 5 years w.e.f. November 09, 2015 and who has attained the age of 75 years, for the remaining period of his existing term, i.e. November 08, 2020 of Directorship as Independent Director of the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper and expedient in this regard."

**By Order of the Board  
Dhunseri Investments Limited**

Sd/-

**Priya Agarwal**

*Company Secretary & Compliance Officer*  
ACS 38800

Place : Kolkata

Date : November 13, 2018

### NOTES:

- i. The explanatory statements pursuant to section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder in respect of the business set out above are annexed hereto.
- ii. The Board of Directors of the Company has appointed Mr. Md. Shah Nawaz, Practising Company Secretary (ACS 21427 CP: 15076), 16A Abdul Hamid Street, 5th Floor, Room No. 501, Kolkata - 700069 as Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner.
- iii. The Postal Ballot notice is being sent to the members, whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories on November 30, 2018 and the voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of November 30, 2018. 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.
- iv. The business set out in the Notice may be transacted through electronic voting system. The Company is pleased to provide you the facility of voting through electronic means in terms of the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) amendment Rules, 2015 and as per Regulation 44 of SEBI (LODR) Regulations, 2015.
- v. Member(s) desirous of exercising vote through electronic means are requested to carefully follow the instructions given in this Postal Ballot Notice. The voting through electronic means will commence on Tuesday, December 18, 2018 at 9:00 A.M. IST and will end on Wednesday, January 16, 2019 at 5:00 P.M. IST. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
- vi. Member(s) desirous of exercising vote by Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form. The duly completed Postal Ballot Form is to be sent in the self-addressed Business Reply Envelope to the Scrutinizer not later than the close of working hours on Wednesday, January 16, 2019 at 5:00 P.M. IST. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or photocopy thereof is permitted. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent at the expense of the registered member will also be accepted.

- vii. 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.
- viii. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or by any Director of the Company, as may be authorised by the Chairman on January 18, 2019, at the Registered Office of the Company. The results along with the Report will be posted on the website of the Company [www.dhunseriinvestments.com](http://www.dhunseriinvestments.com) besides communicating to the Stock Exchanges where the shares of the Company are listed. The date of declaration of Postal Ballot results will be taken to be the date of passing the resolution.
- ix. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Dhunseri Investments Limited, "Dhunseri House", 4A, Woodburn Park, Kolkata- 700 020 or at email : [mail@dhunseriinvestments.com](mailto:mail@dhunseriinvestments.com) or any query pertaining to electronic voting may be addressed to Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 or at email: [rajivr@nsdl.co.in](mailto:rajivr@nsdl.co.in).
- x. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.

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 PDF file viz. 'DIL 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.  
Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "DIL e-voting.pdf".
  - (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 on 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 Voting Cycles and select the Electronic Voting Event Number (EVEN) of Dhunseri Investments 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) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csmdshah@gmail.com](mailto:csmdshah@gmail.com) and [mail@dhunseriinvestments.com](mailto:mail@dhunseriinvestments.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.  
In case shareholders are holding shares in DEMAT mode, USER ID is the combination of (DPID + Client ID).  
In case shareholders are holding shares in physical mode, USER ID is the combination of (Even No. + Folio No.)
- 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](http://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](mailto:AmitV@nsdl.co.in)
  - (b) Ms. Priya Agarwal, Company Secretary & Compliance Officer at telephone No.033-2280-1950 (5 lines) or at e-mail ID [mail@dhunseriinvestments.com](mailto:mail@dhunseriinvestments.com).
- V. Shareholders who forgot the User ID Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" Option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- VI. E-voting starts at 9.00 A.M. (IST) on Tuesday, December 18, 2018 and ends at 5.00 P.M. (IST) on Wednesday, January 16, 2019, when e-voting will be blocked by NSDL.
- VII. There will be one vote for every Client ID No. / Registered Folio No. irrespective of the joint holders.

#### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 1.**

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notified on May 09, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. P. J. Bhide who was appointed as an Independent Director w.e.f. November 09, 2015, by the members at their 19th Annual General Meeting of the Company held on August 10, 2016, for a period of five year, has attained the age of 75 years.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Nomination and Remuneration Committee discussed the matter and recommended the continuation of Directorship of Mr. P. J. Bhide for the remaining period of his term.

Mr. P. J. Bhide is a Chartered Accountant having vast experience in the field of finance, taxation, accounts, etc. He contributes effectively in the deliberations of the Board and Committee Meetings; it would be in the interest of the Company to continue the directorship of Mr. P. J. Bhide as a Non-Executive Independent Director.

The Board, based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of Mr. P. J. Bhide, has recommended the resolution for approval of shareholders by way of special resolution.

Except Mr. P. J. Bhide, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Place : Kolkata  
Date : November 13, 2018

**By Order of the Board**  
**Dhunseri Investments Limited**  
Sd/-  
**Priya Agarwal**  
Company Secretary & Compliance Officer  
ACS 38800

**POSTAL BALLOT FORM**

(1) Name(s) of Member(s):

(2) Registered Address of the Sole/First named Member:

(3) DP ID No. / Client ID No./ Registered Folio No.:

(4) No. of Shares held:

(5) I/We hereby exercise my/our vote in respect of the following Resolution to be passed through Postal Ballot and e-voting for the business stated in the Postal Ballot Notice dated November 13, 2018, issued by conveying my/our assent or dissent to the said Resolution(s) by placing the tick mark (✓) in the appropriate box below:

Description	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
<b>Special Business:</b>			
(1) Continuation of directorship of Mr. P. J. Bhide as Non-Executive Independent Director.			

Place:

Date:

\_\_\_\_\_  
Signature of the Member /  
Authorised Representative

**ELECTRONIC VOTING PARTICULARS**

Members opting to vote through e-voting, instead of voting through the Physical Ballot, may access the e-voting facility through the web link, <http://www.evoting.nsdl.com>. Particulars for e-voting are as under:

Electronic Voting Event Number (EVEN)	User ID	Password

**NOTE: PLEASE READ THE INSTRUCTION CAREFULLY BEFORE EXERCISING YOUR VOTE.**

### **GENERAL INFORMATION:**

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by Post. The Members who wish to opt for e-voting are requested to refer the e-voting instructions as mentioned in the notes to the Postal Ballot Notice.
2. Members can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot. In case you are opting for vote by e-voting, then please do not vote by Postal ballot and vice versa. In case Members cast their votes both by e-voting and postal Ballot, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot form shall be considered invalid.
3. The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post in physical ballot form to declare the final result for each of the resolutions forming part of the Postal Ballot Notice.
4. A Member desiring to cast their vote by Postal Ballot should complete and sign this ballot form and send it to the Scrutinizer, Mr. Md. Shahnawaz, Practicing Company Secretary duly appointed by the Board of Directors of the Company, in the enclosed postage pre-paid self-addressed envelope. Ballot Forms deposited in person or send by post or courier at the expense of the Member will also be accepted.
5. The Form should be signed by the Member as per the specimen signature registered with the company/Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one form for every folio/ client id irrespective of number of joint holders. A power of attorney (POA) holder may vote on behalf of the Member, mentioning the registration no. of the POA or enclosing an attested copy of the POA.
6. In case of shares held by the companies, Bodies Corporate, trust, societies etc, the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority together with attested specimen signature(s) of the duly authorized signatory(ies).
7. Votes should be cast in case of each resolution, either in favour or against by placing a tick mark (✓) in the appropriate column provided in Ballot Form for assent/ dissent.
8. The voting rights of the Shareholders shall be in proportion to their shares of the paid up share capital of the Company as on November 30, 2018 ("Cut Off Date") as per the Register of the Members of the Company and as informed to the Company by the Depositories in case of beneficial owners.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (05:30 P.M) on January 16, 2019. Postal Ballot Forms received after this date will be considered invalid.
10. A Member may request for a duplicate Postal Ballot Form, can write to the Company at 'Dhunseri House', 4A, Woodburn Park, Kolkata- 700020, or at email id mail@dhunseriinvestments.com. However the duly filed in and signed duplicate ballot form should reach the scrutinizer not later than the date specified at Sr. No. 9 above.
11. Unsigned, incomplete, improperly or incorrectly tick mark Ballot Form will be rejected. A Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Members or the number of votes or as to whether the votes are in favour or against.
12. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed prepaid self-addressed envelope as all envelopes will be sent to scrutinizer and any other paper found in such envelop would be destroyed by the scrutinizer.
13. The Scrutinizer's decision on the validity of a postal Ballot Form and other related matters will be final.