



Dhunseri Tea & Industries Limited

CIN : L15500WB1997PLC085661

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

September 2, 2022

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

Sub: Scrutinizer's Report on the Voting Results – AGM

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the following in connection with the Voting Results relating to Remote e-voting and E-voting at the 25th Annual General Meeting (AGM) in respect to all the Resolutions contained in the Notice of the AGM of the Company held on Thursday, 1st September, 2022 through Video Conference (VC) / Other Audio Visual Means (OAVM):

- Copy of the Scrutinizer's report.
- Voting Results as per Regulation 44(3) of the SEBI LODR, Regulations, 2015

Thanking You.

Yours faithfully,
For Dhunseri Tea & Industries Limited


R. Mahadevan
Company Secretary

Encl: As above

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Dhunseri Tea & Industries Limited
'Dhunseri House', 4A, Woodburn Park,
Kolkata-700020

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and E-voting at the 25th Annual General Meeting (AGM) of Dhunseri Tea & Industries Limited held on Thursday, 01st September, 2022 at 03.00 P.M. IST through video conferencing ('VC') / other audio visual means ('OAVM').

I, Kailash Chandra Dhanuka, Practicing Company Secretary (FCS-2204/ CP-1247) and proprietor of M/s. K. C. Dhanuka & Co., Company Secretaries, Kolkata had been appointed, as the Scrutinizer by the Board of Directors of Dhunseri Tea & Industries Limited ("Company"), for the purpose of scrutinizing the Remote E-voting process (Remote E-voting) and Voting through Electronic Voting System (E-voting) during the Annual General Meeting (AGM), pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, in respect of the below mentioned resolutions passed at the 25th Annual General Meeting ("AGM") of the Company, held on Thursday, 01st September 2022, at 03.00 P.M. IST through VC/ OAVM.

The notice dated 26th May, 2022, as confirmed by the Company was sent to the shareholders whose email addresses are registered with the Company/ Depositories in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 2/2022 dated 05th May 2022 read with Circular Nos. 20/2020 dated 5th May 2020; 02/2021 dated 13th January, 2021; 19/2021 dated 8th December, 2021; and 21/2021 dated 14th December, 2021 (collectively referred to as "MCA circulars") and SEBI Circulars dated 12th May, 2020; and 15th January, 2021 in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC/ OAVM and who had not cast their vote earlier through remote e-voting process.

The Company had engaged National Securities Depository Limited ("NSDL") as the authorized agency to provide secured system for conducting the remote e-voting and e-voting at the said AGM for the Shareholders of the Company.



The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Remote E-voting process (Remote E-voting) and Voting through Electronic Voting System (E-voting) during the AGM, on the resolutions proposed in the Notice of the 25th Annual General Meeting of the Company dated 26th May, 2022 is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the Remote E-voting process (Remote E-voting) and Voting through Electronic Voting System (E-voting) during the AGM, are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, on the resolutions to the Chairman, based on the reports generated from the electronic voting system provided by the National Securities Depository Limited ("NSDL").

Further to the above, I submit my report as under:-

- i) The remote e-voting period remained open from Sunday, 28th August, 2022 (at 09.00 am IST) to Wednesday, 31st August, 2022 (at 05.00 pm IST).
- ii) The Members of the Company as on the "cut-off" date (record date for the purpose of remote e-voting, i.e. Thursday, 25th August, 2022) were entitled to vote on the resolutions (item no. 1 to 4 as set out in the Notice dated 26th May, 2022 of 25th AGM of the Company).
- iii) The names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the 25th AGM through VC and who had not cast their vote through on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- iv) After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com/>). Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for/ against" each of the resolutions that were put to vote, were generated from the e-voting website of NSDL.
- v) Based on the reports generated from the NSDL e-voting website, the consolidated report on the voting on each resolution, pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, is as under:

A. ORDINARY BUSINESS

1. As an Ordinary Resolution

- a. The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Directors' and Auditors' thereon; and
- b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the Auditors' Report thereon.

i. Voted in favour of the resolution:

| <i>Mode of Voting</i> | <i>No. of Folios casting Votes</i> | <i>Total No. of Votes cast (Shares)</i> | <i>% of Total No. of valid Votes cast</i> |
|-----------------------|------------------------------------|---|---|
| Remote E-voting | 141 | 7261809 | 100.00%* |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 141 | 7261809 | 100.00%* |



K. C. DHANUKA & CO.

COMPANY SECRETARIES

CENTRE POINT, ROOM No. 419,
21, HEMANTA BASU SARANI,
4th FLOOR, KOLKATA - 700 001
Cell : 09830053619, 3022-5806
E-mail : dhanuka419@yahoo.co.in

ii. Voted against the resolution:

| <i>Mode of Voting</i> | <i>No. of Folios casting Votes</i> | <i>Total No. of Votes cast (Shares)</i> | <i>% of Total No. of valid Votes cast</i> |
|-----------------------|------------------------------------|---|---|
| Remote E-voting | 3 | 17 | 0.00%* |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 3 | 17 | 0.00%* |

iii. Invalid votes:

| <i>Mode of Voting</i> | <i>No. of Folios casting Votes</i> | <i>Total No. of Votes cast (Shares)</i> |
|-----------------------|------------------------------------|---|
| Remote E-voting | 1 | 794 |
| E-voting at the AGM | 0 | 0 |
| Total | 1 | 794 |

* - Rounded Off

2. As an Ordinary Resolution

To declare a Dividend of Rs. 4.00 per Equity Share for the financial year ended 31st March, 2022.

i. Voted in favour of the resolution:

| <i>Mode of Voting</i> | <i>No. of Folios casting Votes</i> | <i>Total No. of Votes cast (Shares)</i> | <i>% of Total No. of valid Votes cast</i> |
|-----------------------|------------------------------------|---|---|
| Remote E-voting | 138 | 7258974 | 99.96% |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 138 | 7258974 | 99.96% |

ii. Voted against the resolution:

| <i>Mode of Voting</i> | <i>No. of Folios casting Votes</i> | <i>Total No. of Votes cast (Shares)</i> | <i>% of Total No. of valid Votes cast</i> |
|-----------------------|------------------------------------|---|---|
| Remote E-voting | 6 | 2852 | 0.04% |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 6 | 2852 | 0.04% |

iii. Invalid votes:

| <i>Mode of Voting</i> | <i>No. of Folios casting Votes</i> | <i>Total No. of Votes cast (Shares)</i> |
|-----------------------|------------------------------------|---|
| Remote E-voting | 1 | 794 |
| E-voting at the AGM | 0 | 0 |
| Total | 1 | 794 |



3. As an Ordinary Resolution

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

i. Voted in favour of the resolution:

| <i>Mode of Voting</i> | <i>No. of Folios casting Votes</i> | <i>Total No. of Votes cast (Shares)</i> | <i>% of Total No. of valid Votes cast</i> |
|-----------------------|------------------------------------|---|---|
| Remote E-voting | 136 | 7258809 | 99.96% |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 136 | 7258809 | 99.96% |

ii. Voted against the resolution:

| <i>Mode of Voting</i> | <i>No. of Folios casting Votes</i> | <i>Total No. of Votes cast (Shares)</i> | <i>% of Total No. of valid Votes cast</i> |
|-----------------------|------------------------------------|---|---|
| Remote E-voting | 6 | 2852 | 0.04% |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 6 | 2852 | 0.04% |

iii. Invalid votes:

| <i>Mode of Voting</i> | <i>No. of Folios casting Votes</i> | <i>Total No. of Votes cast (Shares)</i> |
|-----------------------|------------------------------------|---|
| Remote E-voting | 1 | 794 |
| E-voting at the AGM | 0 | 0 |
| Total | 1 | 794 |

B. SPECIAL BUSINESS**4. As an Ordinary Resolution**

To ratify the remuneration of the Cost Auditor for the financial year 31st March, 2023.

i. Voted in favour of the resolution:

| <i>Mode of Voting</i> | <i>No. of Folios casting Votes</i> | <i>Total No. of Votes cast (Shares)</i> | <i>% of Total No. of valid Votes cast</i> |
|-----------------------|------------------------------------|---|---|
| Remote E-voting | 139 | 7261779 | 100.00%* |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 139 | 7261779 | 100.00%* |

ii. Voted against the resolution:

| <i>Mode of Voting</i> | <i>No. of Folios casting Votes</i> | <i>Total No. of Votes cast (Shares)</i> | <i>% of Total No. of valid Votes cast</i> |
|-----------------------|------------------------------------|---|---|
| Remote E-voting | 4 | 32 | 0.00%* |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 4 | 32 | 0.00%* |



K. C. DHANUKA & CO.

COMPANY SECRETARIES

CENTRE POINT, ROOM No. 419,
21, HEMANTA BASU SARANI,
4th FLOOR, KOLKATA - 700 001
Cell : 09830053619, 3022-5806
E-mail : dhanuka419@yahoo.co.in

iii. Invalid votes:

| Mode of Voting | No. of Folios casting Votes | Total No. of Votes cast (Shares) |
|---------------------|-----------------------------|----------------------------------|
| Remote E-voting | 1 | 794 |
| E-voting at the AGM | 0 | 0 |
| Total | 1 | 794 |

* - Rounded Off

The Registers, all other papers and relevant records relating to e-voting and ballot papers shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,

Place : Kolkata

Date : 02nd September, 2022

Yours faithfully,

K. C. DHANUKA & CO.
Company Secretaries

K. C. Dhanuka



K. C. DHANUKA

Proprietor

FCS-2204, CP-1247

Peer Review No.108

UDIN: F002204D000882481

02/09/2022

DHUNSERI TEA & INDUSTRIES LTD

AGM Attended and Voting Summary AGM

Format for Voting Result

| | |
|---|-----------|
| Date of the AGM | 01-Sep-22 |
| Total Number of Shareholders on Record Date | 20736 |
| No. of Shareholders Present in the Meeting Either in Person or Through Proxy : | |
| Promoter & Promoter Group | |
| Public | |
| Total | |
| No. of Shareholders Attended the Meeting Through Video Conferencing : | |
| Promoter & Promoter Group | 15 |
| Public | 41 |
| Total | 56 |

| 1 | To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Directors and Auditors thereon; and b.the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the Auditors Report thereon. | | | | | | | |
|---|--|-----------------------|------------------------|---|---------------------------|-------------------------|--|--|
| Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ? | | | NO | | | | | |
| Category | Mode of Voting | No.of shares held (1) | No.of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No.of votes in favour (4) | No.of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group | Remote Evoting | 7239289 | 7239289 | 100.00000 | 7239289 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | | N.A. | N.A. | N.A. | N.A. |
| | Total | | 7239289 | 100.00000 | 7239289 | 0 | 100.00000 | 0.00000 |
| Public-Institutional holders | Remote Evoting | 214112 | 0 | 0.00000 | 0 | 0 | | |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | | N.A. | N.A. | N.A. | N.A. |
| | Total | | 0 | 0.00000 | 0 | 0 | | |
| Public-Non Institution holders | Remote Evoting | 3054026 | 22537 | 0.73794 | 22520 | 17 | 99.92457 | 0.07543 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | | N.A. | N.A. | N.A. | N.A. |
| | Total | | 22537 | 0.73794 | 22520 | 17 | 99.92457 | 0.07543 |
| Total | | 10507427 | 7261826 | 69.11136 | 7261809 | 17 | 99.99977 | 0.00023 |

| 2 | | To declare a dividend of Rs. 4.00/- per equity share for the financial year ended 31st March, 2022 | | | | | | |
|---|-------------------------------|--|-------------------------|--|----------------------------|--------------------------|---|---|
| Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ? | | | NO | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group | Remote Evoting | 7239289 | 7239289 | 100.00000 | 7239289 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | | N.A. | N.A. | N.A. | N.A. |
| | Total | | 7239289 | 100.00000 | 7239289 | 0 | 100.00000 | 0.00000 |
| Public-Institutional holders | Remote Evoting | 214112 | 0 | 0.00000 | 0 | 0 | | |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | | N.A. | N.A. | N.A. | N.A. |
| | Total | | 0 | 0.00000 | 0 | 0 | | |
| Public-Non Institution holders | Remote Evoting | 3054026 | 22537 | 0.73794 | 19685 | 2852 | 87.34525 | 12.65475 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | | N.A. | N.A. | N.A. | N.A. |
| | Total | | 22537 | 0.73794 | 19685 | 2852 | 87.34525 | 12.65475 |
| Total | | 10507427 | 7261826 | 69.11136 | 7258974 | 2852 | 99.96073 | 0.03927 |

| 3 | | To appoint a director in place of Mr. Rajiv Kumar Sharma (DIN: 05197101), who retires by rotation and being eligible offers himself for re-appointment | | | | | | |
|---|-------------------------------|--|-------------------------|--|----------------------------|--------------------------|---|---|
| Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ? | | | NO | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group | Remote Evoting | 7239289 | 7239289 | 100.00000 | 7239289 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | | N.A. | N.A. | N.A. | N.A. |
| | Total | | 7239289 | 100.00000 | 7239289 | 0 | 100.00000 | 0.00000 |
| Public-Institutional holders | Remote Evoting | 214112 | 0 | 0.00000 | 0 | 0 | | |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | | N.A. | N.A. | N.A. | N.A. |
| | Total | | 0 | 0.00000 | 0 | 0 | | |
| Public-Non Institution holders | Remote Evoting | 3054026 | 22372 | 0.73254 | 19520 | 2852 | 87.25192 | 12.74808 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | | N.A. | N.A. | N.A. | N.A. |
| | Total | | 22372 | 0.73254 | 19520 | 2852 | 87.25192 | 12.74808 |
| Total | | 10507427 | 7261661 | 69.10979 | 7258809 | 2852 | 99.96073 | 0.03927 |

| 4 | | To ratify the remuneration of the Cost Auditor for the year 2022-2023 | | | | | | |
|---|-------------------------------|---|-------------------------|---|----------------------------|--------------------------|--|--|
| Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ? | | | NO | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstanding shares (3)=[(2)/(1)]*100 | No. of votes in favour (4) | No. of votes against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter & Promoter Group | Remote Evoting | 7239289 | 7239289 | 100.00000 | 7239289 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | | 0 | | | |
| | Postal Ballot (if applicable) | | N.A. | | N.A. | N.A. | N.A. | N.A. |
| | Total | | 7239289 | 100.00000 | 7239289 | 0 | 100.00000 | 0.00000 |
| Public-Institutional holders | Remote Evoting | 214112 | 0 | 0.00000 | 0 | 0 | | |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | | N.A. | N.A. | N.A. | N.A. |
| | Total | | 0 | 0.00000 | 0 | 0 | | |
| Public-Non Institution holders | Remote Evoting | 3054026 | 22522 | 0.73745 | 22490 | 32 | 99.85792 | 0.14208 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | | |
| | Postal Ballot (if applicable) | | N.A. | | N.A. | N.A. | N.A. | N.A. |
| | Total | | 22522 | 0.73745 | 22490 | 32 | 99.85792 | 0.14208 |
| Total | | 10507427 | 7261811 | 69.11122 | 7261779 | 32 | 99.99956 | 0.00044 |