



**Dhunseri Tea & Industries Limited**

CIN : L15500WB1997PLC085661

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

Ref.No.DTIL/108/2019/

13.08.2019

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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, 5<sup>th</sup> Floor  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai-400051

Symbol : DTIL

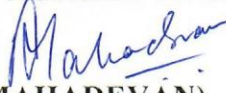
Dear Sirs,

**Sub: Scrutinizer's Report on the Voting Results of the 22<sup>nd</sup> AGM  
held on 13<sup>th</sup> August, 2019**

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 SEBI (LODR) Regulation, 2015, please find enclosed Report of the Scrutinizer along with voting results in the prescribed format relating to E-voting (including Voting by Ballot Form and Physical Voting Form) in respect of all the resolutions contained in the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company held on 13<sup>th</sup> August, 2019 at "Kala Kunj", Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata-700017.

Thanking you,

Yours faithfully,  
For DHUNSERI TEA & INDUSTRIES LTD.

  
(R. MAHADEVAN)  
Company Secretary

Encl: as above.



# K.C. DHANUKA & CO

COMPANY SECRETARIES

419, CENTRE POINT  
21 HEMANTA BASU SARANI,  
KOLKATA 700 001  
Mobile : 98300 53619,  
E-mail : dhanuka419@yahoo.co.in

## Consolidated 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: Scrutinizer's Report on 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.**

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 and Industries Limited ("Company"), vide resolution dated 24<sup>th</sup> May 2019, pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, to conduct the E-voting process in respect of the below mentioned resolutions to be passed at the 22<sup>nd</sup> Annual General Meeting of the Company, held on Tuesday, the 13<sup>th</sup> day of August, 2019 at 3.00 P.M. at "Kala Kunj", Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata – 700017.

The Company had also provided the facility of voting through physical voting forms to the members present at the AGM and who had not cast their vote earlier through remote e-voting or ballot form.

The Company has engaged National Securities Depository Limited ("NSDL") as the authorized agency to provide secured system for remote e-voting process.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (remote e-voting including ballot forms) and physical voting forms at the venue of the 22<sup>nd</sup> AGM by the shareholders on the resolutions proposed in the Notice of the 22<sup>nd</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through the electronic means (remote e-voting including ballot forms) and physical voting forms at the meeting 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, to the Chairman on the resolutions, based on the reports generated from the







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electronic voting system provided by the National Securities Depository Limited(NSDL) and the report generated by use of ballot papers.

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

- i) The e-voting period remained open from 09<sup>th</sup> August, 2019(9:00 am) to 12<sup>th</sup> August, 2019 (5:00pm)
- ii) The Members of the Company as on the "cut-off" date (record date for the purpose of e-voting and physical voting forms, i.e.06<sup>th</sup> August, 2019) were entitled to vote on the resolutions (item no. 1 to 8 as set out in the Notice of 22<sup>nd</sup>AGM of the Company).
- iii) After the close of period for remote e-voting and before the start of the general meeting, the details of the members who had cast their votes through remote e-voting, such as their names, folios, number of shares held etc., were downloaded from the e-voting module of NSDL, to ensure that members who have cast their votes through remote e-voting do not vote again at the AGM.
- iv) At the 22<sup>nd</sup>AGM, the Chairman declared that for voting by physical voting forms, a duly locked ballot boxis kept for polling.
- v) The locked ballot boxes were subsequently opened in my presence along with two witnesses, Mr. Natani Mondal and Mr. Sukumar Kundu, who are notin employment of the Company.
- vi) The physical voting forms which were incomplete and/or wrongly filled and/or otherwise found defective have been treated as invalid and kept separately and not considered for the purpose of this report.
- vii) After counting the votes cast by members and proxy holders present at the 22<sup>nd</sup>AGM through physical voting forms, the votes cast through remote e-voting were unblocked on 13<sup>th</sup> August, 2019 at 04:25P.M.& the ballot forms submitted by the shareholders of the Company,in the presence of two witnesses, Mr. Natani Mondal and Mr. Sukumar Kundu, who are not in employment of the Company. 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.
- viii) Based on the reports generated from the NSDL e-voting website and the voting through ballot forms and physical voting forms at the 22<sup>nd</sup>AGM, the consolidated report on the voting on each resolution, pursuant to Rule 20(4)(xii) of the Companies Amendment Rules, 2015, is as under:





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## A. ORDINARY BUSINESS

### 1. As an Ordinary Resolution

Adoption of the audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 and the Reports of the Directors' and Auditors' 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>
E-voting	19	6,672	0.14%
Voting through Ballot Forms	18	46,95,735	99.86%
Voting through Physical Voting Form	5	31	0.00%*
<b>Total</b>	<b>42</b>	<b>47,02,438</b>	<b>100.00%</b>

#### 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>
E-voting	4	39	0.00%*
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	0	0	0.00%
<b>Total</b>	<b>4</b>	<b>39</b>	<b>0.00%*</b>

#### iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	5	350
Voting through Physical Voting Form	1	2
<b>Total</b>	<b>6</b>	<b>352</b>

\* - Rounded Off

### 2. As an Ordinary Resolution

Declaration of dividend of Rs. 5.00 per Equity share for the financial year ended 31<sup>st</sup> March, 2019.

#### 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>
E-voting	23	6,711	0.14%
Voting through Ballot Forms	18	46,95,735	99.86%
Voting through Physical Voting Form	5	31	0.00%*
<b>Total</b>	<b>46</b>	<b>47,02,477</b>	<b>100.00%</b>







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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>
E-voting	0	0	0.00%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	5	350
Voting through Physical Voting Form	1	2
<b>Total</b>	<b>6</b>	<b>352</b>

\* - Rounded Off

### 3.As an Ordinary Resolution

Reappointment of Mr. Mrigank Dhanuka (DIN:00005666) as a director of the Company 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>
E-voting	22	6,701	0.14%
Voting through Ballot Forms	18	46,95,735	99.86%
Voting through Physical Voting Form	4	12	0.00%*
<b>Total</b>	<b>44</b>	<b>47,02,448</b>	<b>100.00%</b>

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>
E-voting	1	10	0.00%*
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	1	19	0.00%*
<b>Total</b>	<b>2</b>	<b>29</b>	<b>0.00%*</b>





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iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	5	350
Voting through Physical Voting Form	1	2
<b>Total</b>	<b>6</b>	<b>352</b>

\* - Rounded Off

4.As an Ordinary Resolution

Appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants, (Firm registration No.301003E/E300005) as Statutory Auditors of the Company and to authorise the Board to fix their remuneration.

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>
E-voting	19	6,672	0.14%
Voting through Ballot Forms	18	46,95,735	99.86%
Voting through Physical Voting Form	4	12	0.00%*
<b>Total</b>	<b>41</b>	<b>47,02,419</b>	<b>100.00%</b>

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>
E-voting	4	39	0.00%*
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	1	19	0.00%*
<b>Total</b>	<b>5</b>	<b>58</b>	<b>0.00%*</b>

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	5	350
Voting through Physical Voting Form	1	2
<b>Total</b>	<b>6</b>	<b>352</b>

\* - Rounded Off







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## B. SPECIAL BUSINESS

### 5. As a Special Resolution

Reappointment of Mr. Chandra Kumar Dhanuka (DIN: 00005684) as Managing Director.

#### 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>
E-voting	19	6,672	0.14%
Voting through Ballot Forms	18	46,95,735	99.86%
Voting through Physical Voting Form	4	12	0.00%*
<b>Total</b>	<b>41</b>	<b>47,02,419</b>	<b>100.00%</b>

#### 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>
E-voting	4	39	0.00%*
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	1	19	0.00%*
<b>Total</b>	<b>5</b>	<b>58</b>	<b>0.00%*</b>

#### iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	5	350
Voting through Physical Voting Form	1	2
<b>Total</b>	<b>6</b>	<b>352</b>

\* - Rounded Off

### 6. As a Special Resolution

Reappointment of Mr. Bharat Bajoria (DIN:00109241) as an Independent Director.

#### 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>
E-voting	18	6,572	0.14%
Voting through Ballot Forms	18	46,95,735	99.86%
Voting through Physical Voting Form	4	12	0.00%*
<b>Total</b>	<b>40</b>	<b>47,02,319</b>	<b>100.00%</b>

#### 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>
E-voting	4	39	0.00%*
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	1	19	0.00%*
<b>Total</b>	<b>5</b>	<b>58</b>	<b>0.00%*</b>





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iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	5	350
Voting through Physical Voting Form	1	2
<b>Total</b>	<b>6</b>	<b>352</b>

\* - Rounded Off

7. As a Special Resolution

Reappointment of Ms. Nandini Khaitan (DIN: 06941351) as an Independent Director.

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>
E-voting	19	6,672	N.A. <sup>#</sup>
Voting through Ballot Forms	18	46,95,735	N.A. <sup>#</sup>
Voting through Physical Voting Form	N.A. <sup>#</sup>	N.A. <sup>#</sup>	N.A. <sup>#</sup>
<b>Total</b>	<b>N.A.<sup>#</sup></b>	<b>N.A.<sup>#</sup></b>	<b>N.A.<sup>#</sup></b>

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>
E-voting	4	39	N.A. <sup>#</sup>
Voting through Ballot Forms	0	0	N.A. <sup>#</sup>
Voting through Physical Voting Form	N.A. <sup>#</sup>	N.A. <sup>#</sup>	N.A. <sup>#</sup>
<b>Total</b>	<b>N.A.<sup>#</sup></b>	<b>N.A.<sup>#</sup></b>	<b>N.A.<sup>#</sup></b>

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0
Voting through Ballot Forms	5	350
Voting through Physical Voting Form	N.A. <sup>#</sup>	N.A. <sup>#</sup>
<b>Total</b>	<b>N.A.<sup>#</sup></b>	<b>N.A.<sup>#</sup></b>

\* - Rounded Off

# - Ms. Nandini Khaitan, who ceases office as an Independent Director w.e.f. 08.09.2019, had expressed her desire not to be reappointed for a second term as an Independent Director of the Company w.e.f. 9th September, 2019 due to her preoccupation; this resolution was not moved at the AGM and was treated as abandoned.







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## 8. As an Ordinary Resolution

Ratification of the remuneration of Rs. 1,50,000 for the Cost Auditor, M/s. Mani & Co. to conduct the cost audit for the financial year ending 31st March, 2020.

### i. Voted in favour of the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	19	6,672	0.14%
Voting through Ballot Forms	18	46,95,735	99.86%
Voting through Physical Voting Form	4	12	0.00%*
<b>Total</b>	<b>41</b>	<b>47,02,419</b>	<b>100.00%</b>

### ii. Voted against the resolution:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	4	39	0.00%*
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	1	19	0.00%*
<b>Total</b>	<b>5</b>	<b>58</b>	<b>0.00%*</b>

### iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	0	0
Voting through Ballot Forms	5	350
Voting through Physical Voting Form	1	2
<b>Total</b>	<b>6</b>	<b>352</b>

\* - Rounded Off

The Registers, all other papers and relevant records relating to e-voting , ballot papers and physical votingshall 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

Dated: 14/08/2019

Yours faithfully,

**K. C. DHANUKA & CO.**

Company Secretaries

*K. C. Dhanuka*

**K. C. DHANUKA** 14/08/2019  
Proprietor

FCS-2204, CP-1247