



Dhunseri[®]

Dhunseri Tea & Industries Limited

CIN : L15500WB1997PLC085661

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

September 24, 2020

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,

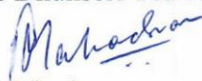
Sub: Scrutinizer's Report on the Voting Results – AGM

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 during the Annual General Meeting (AGM) in respect to all the Resolutions contained in the Notice of the 23rd AGM of the Company held on Wednesday, 23rd September, 2020 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



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

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 23rd Annual General Meeting (AGM) of Dhunseri Tea & Industries Limited held on Wednesday, 23rd September, 2020 at 10.30 A.M. 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 23rd Annual General Meeting ("AGM") of the Company, held on Wednesday, 23rd September 2020, at 10.30 A.M. through VC/ OAVM.

The notice dated 26th June, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

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 remote e-voting by the Shareholders of the Company and e-voting at the said AGM.

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 23rd Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer





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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, to the Chairman on the resolutions, 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 Friday, 18th September, 2020 (at 09.00 am) to Tuesday, 22nd September, 2020 (at 05.00 pm).
- ii) The Members of the Company as on the "cut-off" date (record date for the purpose of remote e-voting, i.e. Wednesday, 16th September, 2020) were entitled to vote on the resolutions (item no. 1 to 5 as set out in the Notice dated 26th June, 2020 of 23rd 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 AGM through VC and who had not voted 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/>) in the presence of two witnesses, who are not in the 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 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, 2020 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, 2020 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	103	4728541	100.00%*
E-voting at the AGM	2	2	0.00%*
Total	105	4728543	100.00%*





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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>
Remote E-voting	3	59	0.00%*
E-voting at the AGM	0	0	0.00%
Total	3	59	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	0	0
E-voting at the AGM	0	0
Total	0	0

* - Rounded Off

2. As an Ordinary Resolution

Declaration of Dividend on Equity Shares of Rs.2.50 per Equity Shares for the financial year ended 31st March, 2020.

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	104	4728542	100.00%*
E-voting at the AGM	2	2	0.00%*
Total	106	4728544	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	2	58	0.00%*
E-voting at the AGM	0	0	0.00%
Total	2	58	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	0	0
E-voting at the AGM	0	0
Total	0	0

* - Rounded Off





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3. As an Ordinary Resolution

Reappointment of Mr. Raijv Kumar Sharma (DIN:05197101) 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>
Remote E-voting	101	4728215	100.00%*
E-voting at the AGM	2	2	0.00%*
Total	103	4728217	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	3	77	0.00%*
E-voting at the AGM	0	0	0.00%
Total	3	77	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	0	0
E-voting at the AGM	0	0
Total	0	0

* - Rounded Off

B. SPECIAL BUSINESS

4. As an Ordinary Resolution

Appointment of Mrs. Aradhana Jhunjunwala (DIN:00550481) 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>
Remote E-voting	101	4728215	100.00%*
E-voting at the AGM	2	2	0.00%*
Total	103	4728217	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	3	77	0.00%*
E-voting at the AGM	0	0	0.00%
Total	3	77	0.00%*





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iii. Invalid votes:

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

* - Rounded Off

5. 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, 2021.

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
Remote E-voting	103	4721103	99.84%
E-voting at the AGM	2	2	0.00%*
Total	105	4721105	99.84%

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
Remote E-voting	3	7497	0.16%
E-voting at the AGM	0	0	0.00%
Total	3	7497	0.16%

iii. Invalid votes:

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

* - 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,

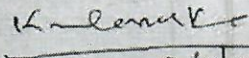
Place : Kolkata

Date : 24th September, 2020.



Yours faithfully,

K. C. DHANUKA & CO.
Company Secretaries


24/09/2020
K. C. DHANUKA
Proprietor
FCS-2204, CP-1247
UDIN: F002204B000762172

DHUNSERI TEA & INDUSTRIES LTD - AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	September 23,2020
Total Number of Shareholders on record date	17317
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	21
Public	31
Total	52

Agenda- wise disclosure (to be disclosed separately for agenda item)

1.		To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 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, 2020 and the Auditors Report thereon.						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
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	4702135	4702135	100.00000	4702135	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4702135	100.00000	4702135	0	100.00000	
Public - Institutional holders	Remote Evoting	142796	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	Remote Evoting	2160020	26465	1.22520	26406	59	99.77710	0.22290
	Evoting at AGM		2	0.00010	2	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		26467	1.22530	26408	59	99.77710	0.22290
Total		7004951	4728602	67.50371	4728543	59	99.99875	0.00125



2.		To declare a dividend of Rs. 2.50/- per equity share for the financial year ended 31st March, 2020.						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
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	4702135	4702135	100.00000	4702135	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4702135	100.00000	4702135	0	100.00000	
Public - Institutional holders	Remote Evoting	142796	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	Remote Evoting	2160020	26465	1.22520	26407	58	99.78080	0.21920
	Evoting at AGM		2	0.00010	2	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		26467	1.22530	26409	58	99.78090	0.21910
Total		7004951	4728602	67.50371	4728544	58	99.99877	0.00123

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 ?		0						
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	4702135	4702135	100.00000	4702135	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4702135	100.00000	4702135	0	100.00000	
Public - Institutional holders	Remote Evoting	142796	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	Remote Evoting	2160020	26157	1.21100	26080	77	99.70560	0.29440
	Evoting at AGM		2	0.00010	2	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		26159	1.21110	26082	77	99.70560	0.29440
Total		7004951	4728294	67.49932	4728217	77	99.99837	0.00163



4 .			Appointment of Mrs. Aaradhana Jhunjhunwala (DIN: 00550481) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
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	4702135	4702135	100.00000	4702135	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4702135	100.00000	4702135	0	100.00000	
Public - Institutional holders	Remote Evoting	142796	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	Remote Evoting	2160020	26157	1.21100	26080	77	99.70560	0.29440
	Evoting at AGM		2	0.00010	2	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		26159	1.21110	26082	77	99.70560	0.29440
Total		7004951	4728294	67.49932	4728217	77	99.99837	0.00163

5 .			To ratify the remuneration of the Cost Auditor for the financial year ending 31st March, 2021 and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
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	4702135	4702135	100.00000	4702135	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4702135	100.00000	4702135	0	100.00000	
Public - Institutional holders	Remote Evoting	142796	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	Remote Evoting	2160020	26465	1.22520	18968	7497	71.67200	28.32800
	Evoting at AGM		2	0.00010	2	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		26467	1.22530	18970	7497	71.67420	28.32580
Total		7004951	4728602	67.50371	4721105	7497	99.84145	0.15855

