

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

September 24, 2021

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

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 24<sup>th</sup> Annual General Meeting (AGM) in respect to all the Resolutions contained in the Notice of the AGM of the Company held on Thursday, 23<sup>rd</sup> September, 2021 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 24th Annual General Meeting (AGM) of Dhunseri Tea & Industries Limited held on Thursday, 23<sup>rd</sup> September, 2021 at 03.00 P.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 24<sup>th</sup> Annual General Meeting ("AGM") of the Company, held on Thursday, 23<sup>rd</sup> September 2021, at 03.00 P.M. through VC/ OAVM.

The notice dated 23<sup>rd</sup> June, 2021, 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 circulars dated 05<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021 read with circulars dated 08<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021.

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 24th 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 Saturday, 18<sup>th</sup> September, 2021 (at 09.00 am) to Wednesday, 22<sup>nd</sup> September, 2021 (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. Thursday, 16<sup>th</sup> September, 2021) were entitled to vote on the resolutions (item no. 1 to 6 as set out in the Notice dated 23<sup>rd</sup> June, 2021 of 24<sup>th</sup> 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/). 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, 2021 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, 2021 and the Auditors' Report thereon.
  - 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	216	7305169	99.73%
E-voting at the AGM	1	9	0.00%
Total	217	7305178	99.73%





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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	7	20042	0.27%
E-voting at the AGM	2	2	0.00%
Total	9	20044	0.27%

#### iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
Remote E-voting	1	3000
E-voting at the AGM	0	0
Total	1	3000

## 2. As an Ordinary Resolution

To declare a Dividend of Rs.5.00 per Equity Share for the financial year ended 31<sup>st</sup> 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	216	7302859	99.73%
E-voting at the AGM	1	9	0.00%
Total	217	7302868	99.73%

### 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	7	20117	0.27%
E-voting at the AGM	2	2	0.00%
Total	9	20119	0.27%

#### iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
Remote E-voting	1	3000
E-voting at the AGM	0	0
Total	1	3000





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## 3. As an Ordinary Resolution

To appoint a Director in place of Mr. Mrigank Dhanuka (DIN: 00005666), who retires by rotation and being eligible offers himself for re-appointment.

# 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	208	7301769	99.71%
E-voting at the AGM	1	9	0.00%
Total	209	7301778	99.71%

## 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	14	21192	0.29%
E-voting at the AGM	2	2	0.00%
Total	16	21194	0.29%

#### iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
Remote E-voting	1	3000
E-voting at the AGM	0	0
Total	1	3000

### B. SPECIAL BUSINESS

4. As a Special Resolution

Continuation of Directorship of Prof. Ashoke Kumar Dutta (DIN: 00045170) as Non-Executive Independent Director.

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	212	7301952	99.71%
E-voting at the AGM .	1	9	0.00%
Total	213	7301961	99.71%

#### 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	10	21009	0.29%
E-voting at the AGM	2	2	0.00%
Total	12	21011	0.29%



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#### iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares		
Remote E-voting	1	3000		
E-voting at the AGM	0	0		
Total	1	3000		

### 5. As an Ordinary Resolution

To ratify the remuneration of the Cost Auditor for the financial year 31<sup>st</sup> March, 2022.

## 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	211	7302794	99.72%	
E-voting at the AGM	1	9	0.00%	
Total	212	7302803	99.72%	

#### 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 0.28% 0.00%	
Remote E-voting	11	20167		
E-voting at the AGM	2	2		
Total	13	20169	0.28%	

#### iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares		
Remote E-voting	1	3000		
E-voting at the AGM	0	0		
Total	. 1	3000		

#### 6. As a Special Resolution

Modification in the terms of Agreement of Mr. Chandra Kumar Dhanuka (DIN: 00005684).

## 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	207	7302366	99.72%	
E-voting at the AGM	1	9	0.00%	
Total	208	7302375	99.72%	

### 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 0.28%	
Remote E-voting	14	20295		
E-voting at the AGM	2	2	0.00%	
Total	16	20297	0.28%	

# K.C. DHANUKA & CO

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#### iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares		
Remote E-voting	1	3000		
E-voting at the AGM	0	0		
Total	1	3000		

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 : 23<sup>rd</sup> September,2021



Yours faithfully, K. C. DHANUKA & CO. Company Secretaries

emiko 1-2309/2021

K. C. DHANUKA Proprietor FCS-2204, CP-1247 Peer Review No.108 UDIN: F002204C000992996

# **DHUNSERI TEA & INDUSTRIES LTD**

AGM Attended and Voting Summary AGM Format for Voting Result

Date of the AGM	23-Sep-21
Total Number of Shareholders on Record Date	21649
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	18
Public	42
Total	60

To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 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, 2021 and the Auditors Report thereon.

Whether Prom Agenda / Reso	noter / Promoter Group Are In Jution ?	terested In Th	e			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 &	Remote Evoting	7239289	7239289	100.00000	7239289	0	100.00000	0.00000
Promoter	Evoting at AGM		0		0	0		
Group	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-	Remote Evoting	218932	0	0.00000	0	0		
Institutional	Evoting at AGM		0	0.00000	0	0	0.00000	
holders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non	Remote Evoting	3049206	85922	2.81785	65880	20042	76.67419	23.32581
Institution	Evoting at AGM		11	0.00036	9	2	81.81818	18.18182
holders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		85933	2.81821	65889	20044	76.67485	23.32515
	Total	10507427	7325222	69.71471	7305178	20044	99.72637	0.27363

	noter / Promoter Group Are In	iterested In Th	e			NO		
Agenda / Reso 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 &	Remote Evoting	7239289	7239289	100.00000	7239289	0	100.00000	0.0000
Promoter	Evoting at AGM		0		0	0		
Group	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7239289	100.00000	7239289	0	100.00000	0.0000
Public-	Remote Evoting	218932	0	0.00000	0	0		
Institutional	Evoting at AGM		0	0.00000	0	0	0.00000	
nolders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non	Remote Evoting	3049206	83687	2.74455	63570	20117	75.96162	24.0383
Institution	Evoting at AGM		11	0.00036	9	2	81.81818	18.1818
holders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		83698	2.74491	63579	20119	75.96239	24.0376
	Total	10507427	7322987	69.69344	7302868	20119	99.72526	0.27474

3	To appoint a director in place of Mr. Mrigank Dhanuka (DIN: 00005666), who retires by rotation and being eligible offers himself for re-appointment								
Whether Pron Agenda / Reso	noter / Promoter Group Are Ir plution ?	nterested In Th	ne I				YES		
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 &	Remote Evoting	7239289	7239289	100.00000	7239289	0	100.00000	0.0000	
Promoter	Evoting at AGM		0		0	0			
Group	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		7239289	100.00000	7239289	0	100.00000	0.0000	
Public-	Remote Evoting	218932	0	0.00000	0	0			
Institutional	Evoting at AGM		0	0.00000	0	0	0.00000		
holders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		0	0.00000	0	0			
Public-Non Institution	Remote Evoting	3049206	83672	2.74406	62480	21192	74.67253	25.32747	
	Evoting at AGM		11	0.00036	9	2	81.81818	18.18182	
holders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		83683	2.74442	62489	21194	74.67347	25.32653	
	Total	10507427	7322972	69.69329	7301778	21194	99.71058	0.28942	

4	Continuation of directorship of Prof.Ashoke Kumar Dutta (DIN: 00045170) as Non-Executive Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution							
Whether Pron	noter / Promoter Group Are Ir	terested In Th	ie .				NO	
Agenda / Resc	olution ?							
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 &	Remote Evoting	7239289	7239289	100.00000	7239289	0	100.00000	0.00000
Promoter	Evoting at AGM		0		0	0		
Group	Postal Ballot (if applicable)		N.A.		N.A.		N.A.	N.A.
	Total		7239289	100.00000	7239289	0	100.00000	0.00000
Public-	Remote Evoting	218932	0	0.00000	0	0		
Institutional	Evoting at AGM		0	0.00000	0	0	0.00000	
holders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non	Remote Evoting	3049206	83672	2.74406	62663	21009	74.89124	25.10876
Institution	Evoting at AGM		11	0.00036	9	2	81.81818	18.18182
holders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		83683	2.74442	62672	21011	74.89215	25.10785
_	Total	10507427	7322972	69.69329	7301961	21011	99.71308	0.28692

5	To ratify the remuneration of the Cost Auditor for the financial year ending 31st March, 2022 and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution									
Whether Pron	noter / Promoter Group Are Ir	terested In Th	ne				NO			
Agenda / Reso	olution ?									
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 &	Remote Evoting	7239289	7239289	100.00000	7239289	0	100.00000	0.00000		
Promoter	Evoting at AGM		0		0	0				
Group	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-	Remote Evoting	218932	0	0.00000	0	0				
Institutional	Evoting at AGM		0	0.00000	0	0	0.00000			
holders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.		
	Total		0	0.00000	0	0				
Public-Non	Remote Evoting	3049206	83672	2.74406	63505	20167	75.89755	24.10245		
Institution	Evoting at AGM		11	0.00036	9	2	81.81818	18.18182		
holders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.		
	Total		83683	2.74442	63514	20169	75.89833	24.10167		
	Total	10507427	7322972	69.69329	7302803	20169	99.72458	0.27542		

6	Modification in the terms of Agreement of Mr. Chandra Kumar Dhanuka and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution									
	noter / Promoter Group Are In	terested In Th	e				YES			
Agenda / Reso	lution ?									
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 &	Remote Evoting	7239289	7239289	100.00000	7239289	0	100.00000	0.00000		
Promoter	Evoting at AGM		0		0	0				
Group	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-	Remote Evoting	218932	0	0.00000	0	0				
Institutional	Evoting at AGM		0	0.00000	0	0	0.00000			
holders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.		
	Total		0	0.00000	0	0				
Public-Non	Remote Evoting	3049206	83372	2.73422	63077	20295	75.65730	24.34270		
Institution	Evoting at AGM		11	0.00036	9	2	81.81818	18.18182		
holders	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.		
	Total		83383	2.73458	63086	20297	75.65811	24.34189		
	Total	10507427	7322672	69.69044	7302375	20297	99.72282	0.27718		