



K. C. DHANUKA & CO.

COMPANY SECRETARIES

419, CENTRE POINT,
21, HEMANTA BASU SARANI,
KOLKATA - 700 001.
☎ : 2248-5806, 3022-5806.
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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 of the Companies (Management and Administration) Rules, 2014.

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"), vide resolution dated May 29th 2015, 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 to conduct the E-voting process in respect of the below mentioned resolutions passed at the 18th Annual General Meeting ("AGM") of the Company, held on Friday, the 14th August, 2015 at 10.30 A.M. at "Kala Kunj", Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata – 700017.

The Company had also provided the facility of voting through ballot paper by post as well as to the members present at the AGM and who had not cast their vote earlier through remote e-voting.

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) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 18th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through the electronic means as well as postal ballot by post and by use of ballot 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





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the reports generated from the 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 August 11, 2015 (9:00 am) to August 13, 2015 (5:00 pm)
- ii) The Members of the Company as on the "cut-off" date (record date for the purpose of e-voting, i.e. August 7th, 2015) were entitled to vote on the resolutions (item no. 1 to 9 as set out in the Notice of 18th 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 18th AGM, after declaration to cast the vote by ballot paper by the Chairman, ballot box kept for polling was locked in my presence.
- v) The locked ballot boxes were subsequently opened in my presence along with two witnesses, Ms Devika Priyadarsini and Mr. Sukumar Kundu, who are not in employment of the Company.
- vi) The ballot papers 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 18th AGM through ballot papers, the votes cast through remote e-voting were unblocked on August 14th, 2015 at 11:25 am in the presence of two witnesses, Ms Devika Priyadarsini 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 from the e-voting website of NSDL.
- viii) Based on the reports generated from the NSDL e-voting website and the voting through ballot paper at the 18th AGM, 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. Resolution 1

Adoption of the Audited Financial Statements of the Company for the financial year ended on 31st March, 2015 and the Reports of 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	41	4634187	99.98%
Voting through Ballot Forms	21	726	00.02%
Total	62	4634913	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>
E-voting	6	158	0%
Voting through Ballot Forms	4	36	0%
Total	10	194	0%*

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	NIL	NIL
Voting through Ballot Forms	NIL	NIL
Total	NIL	NIL

*Rounded Off

2. **Resolution 2**

Declaration of dividend on Equity Shares for the year ended on 31st March, 2015.

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	42	4634219	99.98%
Voting through Ballot Forms	25	762	00.02%
Total	67	4634981	100%

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	5	126	0%
Voting through Ballot Forms	0	0	0%
Total	5	126	0%*

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	NIL	NIL
Voting through Ballot Forms	NIL	NIL
Total	NIL	NIL

*Rounded Off





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3. Resolution 3

Re-appointment of Mr. Mrigank Dhanuka, Director (DIN 00005666), who retires by rotation.

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	41	4634209	99.98%
Voting through Ballot Forms	25	762	00.02%
Total	66	4634971	100%

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	5	126	0%
Voting through Ballot Forms	0	0	0%
Total	5	126	0%*

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	NIL	NIL
Voting through Ballot Forms	NIL	NIL
Total	NIL	NIL

*Rounded Off

4. Resolution 4

Ratification of the appointment of M/s. Lovelock & Lewes, Chartered Accountants, (Firm Reg. No. 301056E) as Statutory Auditor and Fix their remuneration for the financial year ending on 31st March, 2016.

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	41	4634187	99.98%
Voting through Ballot Forms	22	741	00.02%
Total	63	4634928	100%





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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	6	158	0%
Voting through Ballot Forms	3	21	0%
Total	9	179	0%*

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	NIL	NIL
Voting through Ballot Forms	NIL	NIL
Total	NIL	NIL

*Rounded Off

B. SPECIAL BUSINESS

5. Resolution 5

Appointment of Mr. Chandra Kumar Dhanuka (DIN 00005684) as Managing Director of the Company w.e.f. 9th September, 2014.

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	39	4634141	99.98%
Voting through Ballot Forms	25	762	00.02%
Total	64	4634903	100%

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	7	194	0%
Voting through Ballot Forms	0	0	0%
Total	7	194	0%*

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	NIL	NIL
Voting through Ballot Forms	NIL	NIL
Total	NIL	NIL

*Rounded Off





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6. Resolution 6

Appointment of Mr. Basudeo Beriwalla (DIN 00118319) as an Independent Director of the Company w.e.f. 9th September, 2014.

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	40	4634177	99.98%
Voting through Ballot Forms	25	762	00.02%
Total	65	4634939	100%

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	6	158	0%
Voting through Ballot Forms	0	0	0%
Total	6	158	0%*

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	NIL	NIL
Voting through Ballot Forms	NIL	NIL
Total	NIL	NIL

*Rounded Off

7. Resolution 7

Appointment of Ms. Nandini Khaitan(DIN 06941351) as an Independent Director of the Company w.e.f. 9th September, 2014.

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	39	4634141	99.98%
Voting through Ballot Forms	25	762	00.02%
Total	64	4634903	100%





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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	7	194	0%
Voting through Ballot Forms	0	0	0%
Total	7	194	0%*

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	NIL	NIL
Voting through Ballot Forms	NIL	NIL
Total	NIL	NIL

*Rounded Off

8. Resolution 8

Appointment of Mr. Ashok Kumar Lohia(DIN 00132070) as an Independent Director of the Company w.e.f. 9th September, 2014.

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	40	4634177	99.98%
Voting through Ballot Forms	21	726	00.02%
Total	61	4634903	100%

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	6	158	0%
Voting through Ballot Forms	4	36	0%
Total	10	194	0%*

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	NIL	NIL
Voting through Ballot Forms	NIL	NIL
Total	NIL	NIL

*Rounded Off





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9. Resolution 9

Ratification of the remuneration for the Cost Auditor, M/s. Mani & Co. to Conduct the Cost audit for the financial year ending on 31st March, 2016.

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	39	4634172	99.98%
Voting through Ballot Forms	21	726	00.02%
Total	60	4634898	100%

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	7	163	0%
Voting through Ballot Forms	4	36	0%
Total	11	199	0%*

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	NIL	NIL
Voting through Ballot Forms	NIL	NIL
Total	NIL	NIL

*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**

Dated: 14/08/2015

Yours faithfully,

K. C. DHANUKA & CO.
Company Secretaries

K. C. Dhanuka
K. C. DHANUKA
Proprietor
FCS-2204, CP-1247

14/08/2015