



K. C. DHANUKA & CO.

COMPANY SECRETARIES

419, CENTRE POINT,
21 HEMANTA BASU SARANI,
KOLKATA - 700 001
& : 2248-5806, 3022-5806,
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: 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.

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 May 27th 2016, pursuant to Section 108 of the Companies Act, 2013, 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 to conduct the E-voting process in respect of the below mentioned resolutions to be passed at the 19th Annual General Meeting of the Company, held on Thursday, the 11th August, 2016 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 physical voting form 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 thereunder relating to voting through electronic means (remote e-voting including ballot form) and physical voting at the venue of the 19th AGM by the shareholders on the resolutions proposed in the Notice of the 19th 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 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 the reports





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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 08, 2016 (9:00 am) to August 10, 2016 (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 04, 2016) were entitled to vote on the resolutions (item no. 1 to 5 as set out in the Notice of 19th 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 19th AGM, the Chairman declared the voting by ballot paper, 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 19th AGM through ballot papers, the votes cast through remote e-voting were unblocked on August 11, 2016 at 11:55 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 19th 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 of the Company for the year ended 31st March, 2016 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	48	4549435	99.98%
Voting through Ballot Forms	1	360	0.01%*
Voting through Physical Voting Form	32	251	0.01%*
Total	81	4550046	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	3	21	0%
Voting through Ballot Forms	0	0	0%
Voting through Physical Voting Form	0	0	0%
Total	3	21	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	0	0
Voting through Ballot Forms	0	0
Voting through Physical Voting Form	3	40
Total	3	40

*Rounded Off

2. As an Ordinary Resolution

Declaration of dividend on Equity Shares for the year ended 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	50	4551144	99.98%
Voting through Ballot Forms	1	360	0.01%*
Voting through Physical Voting Form	32	251	0.01%*
Total	83	4551755	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	2	12	0%
Voting through Ballot Forms	0	0	0%
Voting through Physical Voting Form	0	0	0%
Total	2	12	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	0	0
Voting through Ballot Forms	0	0
Voting through Physical Voting Form	3	40
Total	3	40

*Rounded Off

3. **As an Ordinary Resolution**

Re-appointment of Mr. Rajiv Kumar Sharma (DIN 05197101) as a Director, 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	47	4549283	99.98%
Voting through Ballot Forms	1	360	0.01%*
Voting through Physical Voting Form	32	251	0.01%*
Total	80	4549894	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	3	21	0%
Voting through Ballot Forms	0	0	0%
Voting through Physical Voting Form	0	0	0%
Total	3	21	0%





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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	0	0
Voting through Physical Voting Form	3	40
Total	3	40

*Rounded Off

4. **As an Ordinary Resolution**

Appointment of Statutory Auditors and fixing 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	46	4549222	99.98%
Voting through Ballot Forms	1	360	0.01%*
Voting through Physical Voting Form	32	251	0.01%*
Total	79	4549833	100%

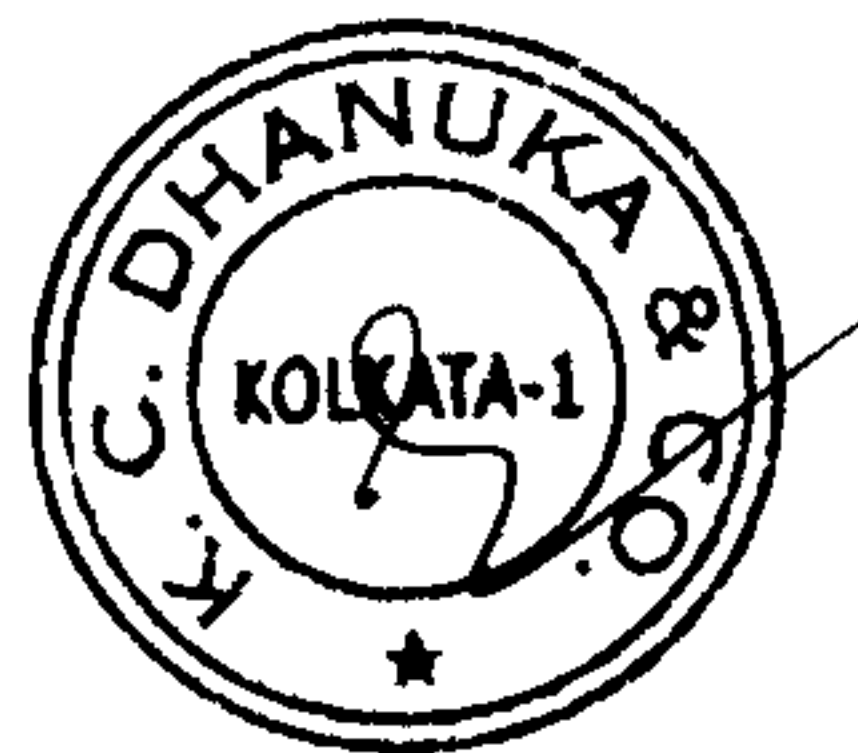
ii. **Voted against** the resolution:

<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	4	82	0%
Voting through Ballot Forms	0	0	0%
Voting through Physical Voting Form	0	0	0%
Total	4	82	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	0	0
Voting through Ballot Forms	0	0
Voting through Physical Voting Form	3	40
Total	3	40

*Rounded Off





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B. SPECIAL BUSINESS

5. As an Ordinary Resolution

Ratification of the remuneration of Cost Auditors for the year 2016-17.

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	47	4549374	99.98%
Voting through Ballot Forms	1	360	0.01%*
Voting through Physical Voting Form	32	254	0.01%*
Total	80	4549988	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	4	82	0%
Voting through Ballot Forms	0	0	0%
Voting through Physical Voting Form	0	0	0%
Total	4	82	0%

ii. 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	0	0
Voting through Physical Voting Form	3	40
Total	3	40

*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: 12.08.2016

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


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

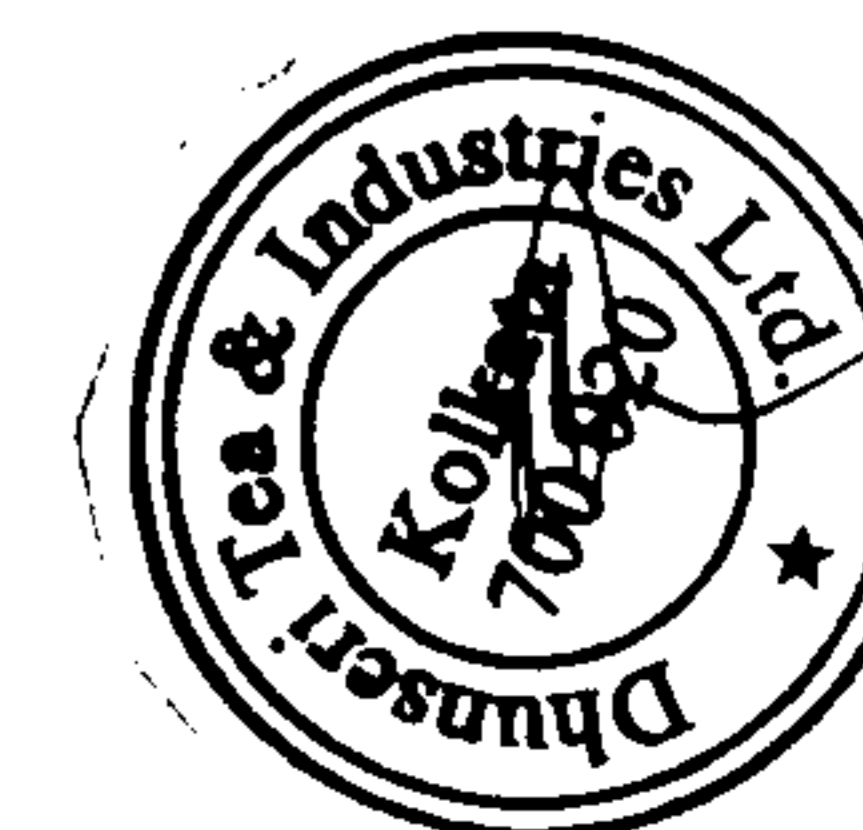
12/08/2016

Format for Voting Results

Date of the AGM	11 th August, 2016
Total number of shareholders on record date	21448
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	13
Public:	384
No. of Shareholders attended the meeting through Video Conferencing	NA
Promoters and Promoter Group:	
Public	

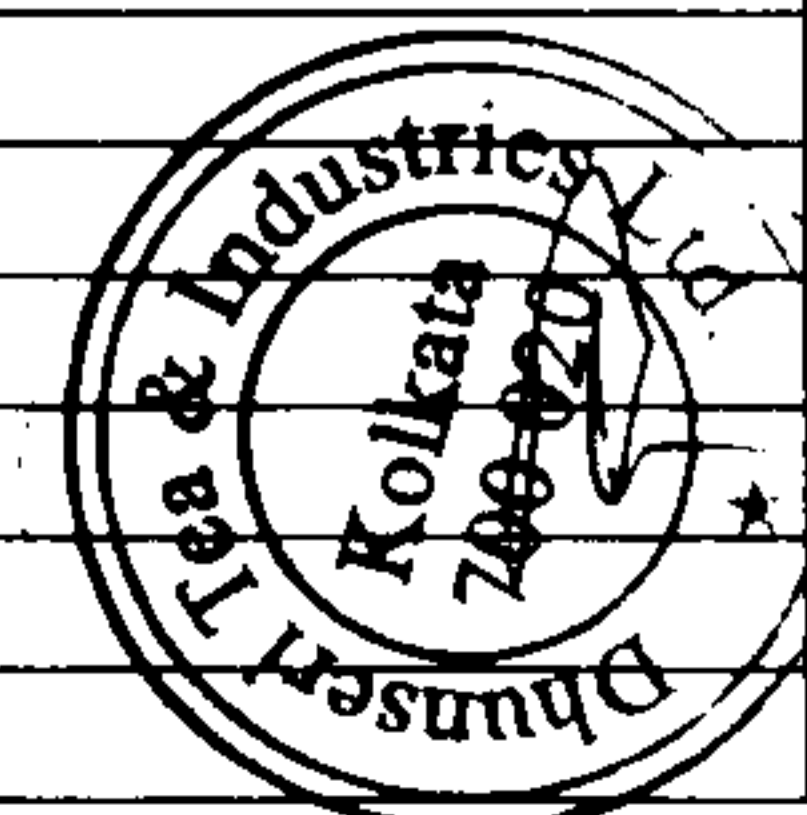
Agenda- wise disclosure (to be disclosed separately for each agenda item)

A. Ordinary Business								
1. Ordinary Resolution			Adoption of Audited Financial Statements for 2015 -16 and the Report of the Board of Directors' and Auditors' thereon					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes on Polled outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4375874	4375874	100	4375874	0	100	0.00
	Poll / Ballot / Physical Form	0	0	0	0	0	0	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	4375874	4375874	100	4375874	0	100	0.00
Public-Institutions	E-Voting	0	0		0	0		
	Poll / Ballot / Physical Form	0	0		0	0		
	Postal Ballot (if applicable)	NA	NA		NA	NA		
	Total	0	0		0	0		
Public-Non Institutions	E-Voting	173582	173582	100	173561	21	99.99	0.01
	Poll / Ballot / Physical Form	611	611	100	611	0	100	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	174193	174193	100	174172	21	100	0.00
Total		4550067	4550067	100	4550046	21	100	0.00



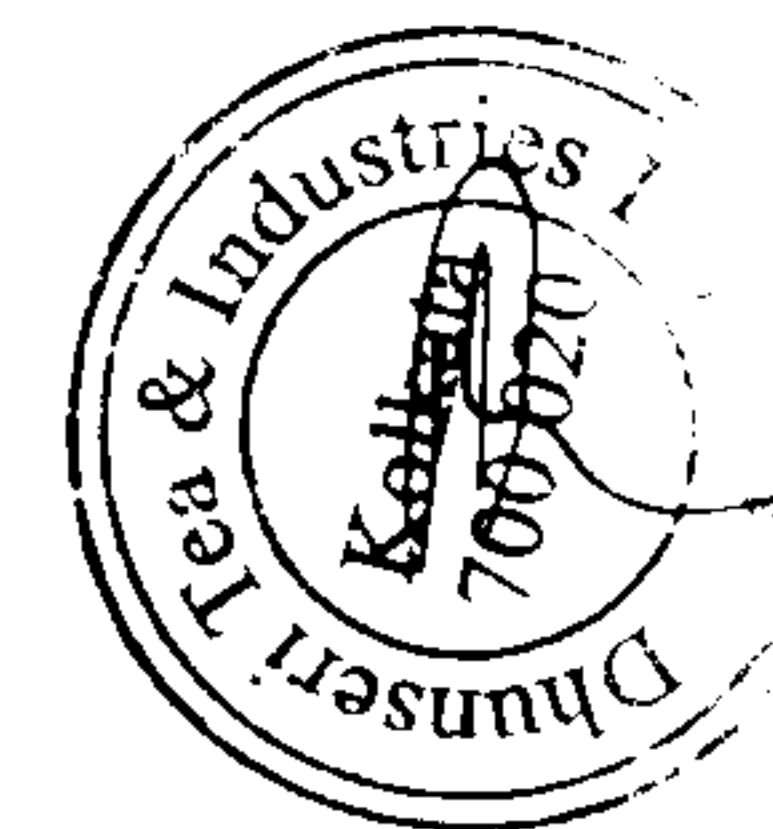
2. Ordinary Resolution			Declaration of Dividend on Equity Shares @ Rs. 8.00 per shares for the year ended 31 st March, 2016					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes on Polled outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4375874	4375874	100	4375874	0	100	0.00
	Poll / Ballot / Physical Form	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	4375874	4375874	100	4375874	0	100	0.00
Public-Institutions	E-Voting	0	0		0	0		
	Poll / Ballot / Physical Form	0	0		0	0		
	Postal Ballot (if applicable)	NA	NA		NA	NA		
	Total	0	0		0	0		
Public-Non Institutions	E-Voting	175282	175282	100	175270	12	99.99	0.01
	Poll / Ballot / Physical Form	611	611	100	611	0	100	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	175893	175893	100	175881	12	100	0.00
Total		4551767	4551767	100	4551755	12	100	0.00

3. Ordinary Resolution			Re-appointment of Mr. Rajiv Kumar Sharma (DIN: 05197101) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes on Polled outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4375874	4375874	100	4375874	0	100	0.00
	Poll / Ballot / Physical Form	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	4375874	4375874	100	4375874	0	100	0.00
Public-Institutions	E-Voting	0	0		0	0		
	Poll / Ballot / Physical Form	0	0		0	0		
	Postal Ballot (if applicable)	NA	NA		NA	NA		
	Total	0	0		0	0		



Public-Non Institutions	E-Voting	173430	173430	100	173409	21	99.99	0.01
	Poll / Ballot / Physical Form	611	611	100	611	0	100	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	174041	174041	100	174020	21	100	0.00
Total		4571181	4571181	100	4549894	21	100	0.00

4. Ordinary Resolution			Appointment of Statutory Auditors and fixing of their remuneration.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled 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 and Promoter Group	E-Voting	4375874	4375874	100	4375874	0	100	0.00
	Poll / Ballot / Physical Form	0	0	0	0	0	0	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	4375874	4375874	100	4375874	0	100	0.00
Public-Institutions	E-Voting	0	0		0	0		
	Poll / Ballot / Physical Form	0	0		0	0		
	Postal Ballot (if applicable)	NA	NA		NA	NA		
	Total	0	0		0	0		
Public-Non Institutions	E-Voting	173430	173430	100	173348	82	99.95	0.05
	Poll / Ballot / Physical Form	611	611	100	611	0	100	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	174041	174041	100	173959	82	100	0.00
Total		4549915	4549915	100	4549833	82	100	0.00



B. Special Business								
5. Ordinary Resolution			Ratification of the remuneration of Cost Auditors for the year 2016 -17					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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 and Promoter Group	E-Voting	4375874	4375874	100	4375874	0	100	0.00
	Poll / Ballot / Physical Form	0	0	0	0	0	0	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	4375874	4375874	100	4375874	0	100	0.00
Public-Institutions	E-Voting	0	0		0	0		
	Poll / Ballot / Physical Form	0	0		0	0		
	Postal Ballot (if applicable)	NA	NA		NA	NA		
	Total	0	0		0	0		
Public-Non Institutions	E-Voting	173582	173582	100	173500	82	99.95	0.05
	Poll / Ballot / Physical Form	614	614	100	614	0	100	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	174193	174193	100	174114	82	100	0.00
Total		4571181	4571181	100	4549988	82	100	0.00

