



Dhunseri[®]

Dhunseri Tea & Industries Limited

CIN : L15500WB1997PLC085661

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

Ref.No.DTIL/108/2017/

08.08.2017

BSE Limited,
Phiroze-Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Fax No. : 022-22722037/39/41/61
022-22723121/3719

Scrip Code: 538902

National Stock Exchange of India Ltd.,
Exchange Plaza,,C-1, Block G, 5th Floor
Bandra Kurla Complex,
Bandra (E),
Mumbai-400051

Fax No. : 022-26598237/38

Symbol : DTIL

Dear Sirs,

**Sub: Scrutinizer's Report on the Voting Results of the 20th AGM
held on 7th August, 2017**

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 20th Annual General Meeting of the Company held on 7th August, 2017 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

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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 22nd 2017, 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 20th Annual General Meeting of the Company, held on Monday, the 7th day of August, 2017 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 there under relating to voting through electronic means (remote e-voting including ballot form) and physical voting at the venue of the 20th AGM by the shareholders on the resolutions proposed in the Notice of the 20th 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





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the resolutions, based on 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 02, 2017 (9:00 am) to August 06, 2017 (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. 31st July, 2017) were entitled to vote on the resolutions (item no. 1 to 5 as set out in the Notice of 20th 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 20th AGM, the Chairman declared that for voting by ballot paper, a duly locked ballot box is kept for polling.
- v) The locked ballot boxes were subsequently opened in my presence along with two witnesses, Mrs. Mitali Bose 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 20th AGM through ballot papers, the votes cast through remote e-voting were unblocked on August 7th, 2017 at 11:05 am in the presence of two witnesses, Mrs. Mitali Bose 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 20th 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 financial year ended 31st March, 2017 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	51	4620246	100.00%
Voting through Ballot Forms	2	16	0.00%
Voting through Physical Voting Form	2	34	0.00%
Total	55	4620296	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>
E-voting	8	176	0.00%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	5	5	0.00%
Total	13	181	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>
E-voting	2	145114
Voting through Ballot Forms	1	360
Voting through Physical Voting Form	4	4
Total	7	145478

*Rounded Off

2. As an Ordinary Resolution

Declaration of dividend of Rs.8 per Equity Shares for the financial year ended 31st March, 2017.

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	58	4620331	100.00%
Voting through Ballot Forms	2	16	0.00%
Voting through Physical Voting Form	7	39	0.00%
Total	67	4620386	100.00%*





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i. 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	120	0.00%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	0	0	0.00%
Total	3	120	0.00%*

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	2	145114
Voting through Ballot Forms	1	360
Voting through Physical Voting Form	4	4
Total	7	145478

*Rounded Off

3. As an Ordinary Resolution

Appointment 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	51	4620256	100.00%
Voting through Ballot Forms	2	16	0.00%
Voting through Physical Voting Form	7	39	0.00%
Total	60	4620311	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>
E-voting	9	186	0.00%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	0	0	0.00%
Total	9	186	0.00%*





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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	2	145114
Voting through Ballot Forms	1	360
Voting through Physical Voting Form	4	4
Total	7	145478

*Rounded Off

4. As an Ordinary Resolution

Ratification of the appointment of M/S Lovelock & Lewes, Chartered Accountants, (Firm Registration No 301056E) as Statutory Auditors' of the Company and to authorize the Board to fix their remuneration for the financial year ending 31st March 2018.

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	4619813	99.99%
Voting through Ballot Forms	2	16	0.00%
Voting through Physical Voting Form	7	39	0.00%
Total	59	4619868	99.99%

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	10	486	0.01%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	0	0	0.00%
Total	10	486	0.01%

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	2	145114
Voting through Ballot Forms	1	360
Voting through Physical Voting Form	4	4
Total	7	145478

*Rounded Off





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B. SPECIAL BUSINESS

5. As an Ordinary Resolution

Ratification of the remuneration of Rs. 1, 50,000 for the Cost Auditor, Mani & Co. to conduct the cost audit for the financial year ending 31st March 2018.

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	49	4619873	100.00%
Voting through Ballot Forms	2	16	0.00%
Voting through Physical Voting Form	7	39	0.00%
Total	58	4619928	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>
E-voting	9	186	0.00%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	0	0	0.00%
Total	9	186	0.00%*

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	2	145114
Voting through Ballot Forms	1	360
Voting through Physical Voting Form	4	4
Total	7	145478

*Rounded Off

The Registers, all other papers and relevant records relating to e-voting , ballot papers and physical voting 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: 07/08/2017



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

K. C. Dhanuka
K. C. DHANUKA
Proprietor 07/08/2017
FCS-2204, CP-1247

DHUNSERI TEA & INDUSTRIES LTD
Consolidated Report of Voting at AGM Held on 07-08-2017 (E-Voting + Ballot)

Sl No	Resolution	Mode	No. of folios/ Ballots Received	Total no of Shares held	Votes cast in favour of Resolutions		% of Votes in Favour of the Resolutions	Votes cast against the Resolutions		% of Votes against the Resolutions	Invalid Votes		Percentage of Invalid vote
					No. of folios/No.Ballots received	Votes		No. of folios/No.Ballots received	Votes		No. of folios/No.Ballots received	Votes	
1	Adoption of the Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Directors' and Auditors' thereon.	E-Voting	61	4765536	51	4620246	96.94270	8	176	0.00370	2	145114	3.04480
		Physical	14	419	4	50	0.00100	5	5	0.00010	5	364	0.00760
		Total	75	4765955	55	4620296	96.94400	13	181	0.00400	7	145478	3.05200
2	Declaration a dividend of Rs.8.00 per equity share for the financial year ended 31st March, 2017.	E-Voting	63	4765565	58	4620331	96.94390	3	120	0.00250	2	145114	3.04480
		Physical	14	419	9	55	0.00120	0	0		5	364	0.00760
		Total	77	4765984	67	4620386	96.94500	3	120	0.00300	7	145478	3.05200
3	Appointment of Mr. Mrigank Dhanuka (DIN: 00005666) as a director of the Company who retires by rotation and being eligible offers himself for re-appointment	E-Voting	62	4765556	51	4620256	96.94250	9	186	0.00390	2	145114	3.04480
		Physical	14	419	9	55	0.00120	0	0		5	364	0.00760
		Total	76	4765975	60	4620311	96.94400	9	186	0.00400	7	145478	3.05200
4	Ratification of the appointment of M/s. Lovelock & Lewes, Chartered Accountants (Firm Registration No.301056E) as Statutory Auditors' of the Company and to authorise the Board to fix their remuneration for the financial year ending 31st March, 2018.	E-Voting	62	4765413	50	4619813	96.93610	10	486	0.01020	2	145114	3.04490
		Physical	14	419	9	55	0.00120	0	0		5	364	0.00760
		Total	76	4765832	59	4619868	96.93700	10	486	0.01000	7	145478	3.05300
5	Ratification of the remuneration of Rs.1,50,000 of Cost Auditor, M/s .Mani & Co. to conduct the Cost Audit for the financial year ended 31st March, 2018.	E-Voting	60	4765173	49	4619873	96.94230	9	186	0.00390	2	145114	3.04500
		Physical	14	419	9	55	0.00120	0	0		5	364	0.00760
		Total	74	4765592	58	4619928	96.94300	9	186	0.00400	7	145478	3.05300

For Dhunseri Tea & Industries Ltd.

Mahadran
Secretary



Format for Voting Result

Date of the AGM	August 07, 2017
Total Number of Shareholders on record date	19237
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	18
Public	217
Total	235
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

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

1 Ordinary		Adoption of the Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Directors' and Auditors' 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	E-Voting	4640874	4618747	99.52320	4618747	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4618747	99.52320	4618747	0	100.00000	
Public - Institutional holders	E-Voting	525045	0		0	0		
	Poll		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	E-Vote	1839032	1675	0.09110	1499	176	89.49250	10.50750
	Poll		39	0.00210	34	5	87.17950	12.82050
	Postal Ballot (if applicable)		16	0.00090	16	N.A.	100.00000	N.A.
	Total		1730	0.09410	1549	181	89.53760	10.46240
Total		7004951	4620477	65.96016	4620296	181	99.99608	0.00392

2 Ordinary		Declaration a dividend of Rs.8.00 per equity share for the financial year ended 31st March, 2017.						
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	E-Voting	4640874	4618747	99.52320	4618747	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4618747	99.52320	4618747	0	100.00000	
Public - Institutional holders	E-Voting	525045	0		0	0		
	Poll		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	E-Vote	1839032	1704	0.09270	1584	120	92.95770	7.04230
	Poll		39	0.00210	39	0	100.00000	
	Postal Ballot (if applicable)		16	0.00090	16	N.A.	100.00000	N.A.
	Total		1759	0.09560	1639	120	93.17790	6.82210
Total		7004951	4620506	65.96058	4620386	120	99.99740	0.00260

For Dhunseri Tea & Industries Ltd.

Maheshwari
Secretary



3 Ordinary			Appointment of Mr. Mrigank Dhanuka (DIN: 00005666) as a director of the Company 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	E-Voting	4640874	4618747	99.52320	4618747	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4618747	99.52320	4618747	0	100.00000	
Public - Institutional holders	E-Voting	525045	0		0	0		
	Poll		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	E-Vote	1839032	1695	0.09220	1509	186	89.02650	10.97350
	Poll		39	0.00210	39	0	100.00000	
	Postal Ballot (if applicable)		16	0.00090	16	N.A.	100.00000	N.A.
	Total		1750	0.09520	1564	186	89.37140	10.62860
Total		7004951	4620497	65.96045	4620311	186	99.99597	0.00403

4 Ordinary			Ratification of the appointment of M/s. Lovelock & Lewes, Chartered Accountants (Firm Registration No.301056E) as Statutory Auditors' of the Company and to authorise the Board to fix their remuneration for the financial year ending 31st March, 2018.					
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	E-Voting	4640874	4618747	99.52320	4618747	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4618747	99.52320	4618747	0	100.00000	
Public - Institutional holders	E-Voting	525045	0		0	0		
	Poll		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	E-Vote	1839032	1552	0.08440	1066	486	68.68560	31.31440
	Poll		39	0.00210	39	0	100.00000	
	Postal Ballot (if applicable)		16	0.00090	16	N.A.	100.00000	N.A.
	Total		1607	0.08740	1121	486	69.75730	30.24270
Total		7004951	4620354	65.95841	4619868	486	99.98948	0.01052

5 Special			Ratification of the remuneration of Rs.1,50,000 of Cost Auditor, M/s .Mani & Co. to conduct the Cost Audit for the financial year ended 31st March, 2018.					
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	E-Voting	4640874	4618747	99.52320	4618747	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4618747	99.52320	4618747	0	100.00000	
Public - Institutional holders	E-Voting	525045	0		0	0		
	Poll		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	E-Vote	1839032	1312	0.07130	1126	186	85.82320	14.17680
	Poll		39	0.00210	39	0	100.00000	
	Postal Ballot (if applicable)		16	0.00090	16	N.A.	100.00000	N.A.
	Total		1367	0.07430	1181	186	86.39360	13.60640
Total		7004951	4620114	65.95498	4619928	186	99.99597	0.00403

For Dhunseri Tea & Industries Ltd.

Maheshwari
Secretary

