



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

Consolidated 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, as substituted by the Companies (Management and Administration) Amendment Rules, 2015.

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 24th May 2019, pursuant to Section 108 of the Companies Act, 2013, read with Rules 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 22nd Annual General Meeting of the Company, held on Tuesday, the 13th day of August, 2019 at 3.00P.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 forms 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 forms) and physical voting forms at the venue of the 22nd AGM by the shareholders on the resolutions proposed in the Notice of the 22nd 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 (remote e-voting including ballot forms) and physical voting forms 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 generated from the





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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 09th August, 2019(9:00 am) to 12th August, 2019 (5:00pm)
- ii) The Members of the Company as on the "cut-off" date (record date for the purpose of e-voting and physical voting forms, i.e.06th August, 2019) were entitled to vote on the resolutions (item no. 1 to 8 as set out in the Notice of 22ndAGM 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 22ndAGM, the Chairman declared that for voting by physical voting forms, a duly locked ballot boxes kept for polling.
- v) The locked ballot boxes were subsequently opened in my presence along with two witnesses, Mr. Natani Mondal and Mr. Sukumar Kundu, who are not in employment of the Company.
- vi) The physical voting forms 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 22ndAGM through physical voting forms, the votes cast through remote e-voting were unblocked on 13th August, 2019 at 04:25P.M.& the ballot forms submitted by the shareholders of the Company, in the presence of two witnesses, Mr. Natani Mondal 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.
- viii) Based on the reports generated from the NSDL e-voting website and the voting through ballot forms and physical voting forms at the 22ndAGM, 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 for the financial year ended 31st March, 2019 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 | 19 | 6,672 | 0.14% |
| Voting through Ballot Forms | 18 | 46,95,735 | 99.86% |
| Voting through Physical Voting Form | 5 | 31 | 0.00%* |
| Total | 42 | 47,02,438 | 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 | 4 | 39 | 0.00%* |
| Voting through Ballot Forms | 0 | 0 | 0.00% |
| Voting through Physical Voting Form | 0 | 0 | 0.00% |
| Total | 4 | 39 | 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 | 0 | 0 |
| Voting through Ballot Forms | 5 | 350 |
| Voting through Physical Voting Form | 1 | 2 |
| Total | 6 | 352 |

* - Rounded Off

2. As an Ordinary Resolution

Declaration of dividend of Rs. 5.00 per Equity share for the financial year ended 31st March, 2019.

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 | 23 | 6,711 | 0.14% |
| Voting through Ballot Forms | 18 | 46,95,735 | 99.86% |
| Voting through Physical Voting Form | 5 | 31 | 0.00%* |
| Total | 46 | 47,02,477 | 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 | 0 | 0 | 0.00% |
| Voting through Ballot Forms | 0 | 0 | 0.00% |
| Voting through Physical Voting Form | 0 | 0 | 0.00% |
| Total | 0 | 0 | 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 | 0 | 0 |
| Voting through Ballot Forms | 5 | 350 |
| Voting through Physical Voting Form | 1 | 2 |
| Total | 6 | 352 |

* - Rounded Off

3.As an Ordinary Resolution

Reappointment 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 | 22 | 6,701 | 0.14% |
| Voting through Ballot Forms | 18 | 46,95,735 | 99.86% |
| Voting through Physical Voting Form | 4 | 12 | 0.00%* |
| Total | 44 | 47,02,448 | 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 | 1 | 10 | 0.00%* |
| Voting through Ballot Forms | 0 | 0 | 0.00% |
| Voting through Physical Voting Form | 1 | 19 | 0.00%* |
| Total | 2 | 29 | 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 | 0 | 0 |
| Voting through Ballot Forms | 5 | 350 |
| Voting through Physical Voting Form | 1 | 2 |
| Total | 6 | 352 |

* - Rounded Off

4.As an Ordinary Resolution

Appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants, (Firm registration No.301003E/E300005) as Statutory Auditors of the Company and to authorise the Board to fix 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 | 19 | 6,672 | 0.14% |
| Voting through Ballot Forms | 18 | 46,95,735 | 99.86% |
| Voting through Physical Voting Form | 4 | 12 | 0.00%* |
| Total | 41 | 47,02,419 | 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 | 4 | 39 | 0.00%* |
| Voting through Ballot Forms | 0 | 0 | 0.00% |
| Voting through Physical Voting Form | 1 | 19 | 0.00%* |
| Total | 5 | 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> |
|-------------------------------------|------------------------------------|---|
| E-voting | 0 | 0 |
| Voting through Ballot Forms | 5 | 350 |
| Voting through Physical Voting Form | 1 | 2 |
| Total | 6 | 352 |

* - Rounded Off





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B. SPECIAL BUSINESS

5. As a Special Resolution

Reappointment of Mr. Chandra Kumar Dhanuka (DIN: 00005684) as Managing 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> |
|-------------------------------------|------------------------------------|---|---|
| E-voting | 19 | 6,672 | 0.14% |
| Voting through Ballot Forms | 18 | 46,95,735 | 99.86% |
| Voting through Physical Voting Form | 4 | 12 | 0.00%* |
| Total | 41 | 47,02,419 | 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 | 4 | 39 | 0.00%* |
| Voting through Ballot Forms | 0 | 0 | 0.00% |
| Voting through Physical Voting Form | 1 | 19 | 0.00%* |
| Total | 5 | 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> |
|-------------------------------------|------------------------------------|---|
| E-voting | 0 | 0 |
| Voting through Ballot Forms | 5 | 350 |
| Voting through Physical Voting Form | 1 | 2 |
| Total | 6 | 352 |

* - Rounded Off

6. As a Special Resolution

Reappointment of Mr. Bharat Bajoria (DIN:00109241) 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> |
|-------------------------------------|------------------------------------|---|---|
| E-voting | 18 | 6,572 | 0.14% |
| Voting through Ballot Forms | 18 | 46,95,735 | 99.86% |
| Voting through Physical Voting Form | 4 | 12 | 0.00%* |
| Total | 40 | 47,02,319 | 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 | 4 | 39 | 0.00%* |
| Voting through Ballot Forms | 0 | 0 | 0.00% |
| Voting through Physical Voting Form | 1 | 19 | 0.00%* |
| Total | 5 | 58 | 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 | 0 | 0 |
| Voting through Ballot Forms | 5 | 350 |
| Voting through Physical Voting Form | 1 | 2 |
| Total | 6 | 352 |

* - Rounded Off

7. As a Special Resolution

Reappointment of Ms. Nandini Khaitan (DIN: 06941351) 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> |
|-------------------------------------|------------------------------------|---|---|
| E-voting | 19 | 6,672 | N.A.# |
| Voting through Ballot Forms | 18 | 46,95,735 | N.A.# |
| Voting through Physical Voting Form | N.A.# | N.A.# | N.A.# |
| Total | N.A.# | N.A.# | N.A.# |

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 | 39 | N.A.# |
| Voting through Ballot Forms | 0 | 0 | N.A.# |
| Voting through Physical Voting Form | N.A.# | N.A.# | N.A.# |
| Total | N.A.# | N.A.# | N.A.# |

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 | 5 | 350 |
| Voting through Physical Voting Form | N.A.# | N.A.# |
| Total | N.A.# | N.A.# |

* - Rounded Off

- Ms. Nandini Khaitan, who ceases office as an Independent Director w.e.f. 08.09.2019, had expressed her desire not to be reappointed for a second term as an Independent Director of the Company w.e.f. 9th September, 2019 due to her preoccupation; this resolution was not moved at the AGM and was treated as abandoned.





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8. 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, 2020.

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 |
|-------------------------------------|------------------------------------|---|---|
| E-voting | 19 | 6,672 | 0.14% |
| Voting through Ballot Forms | 18 | 46,95,735 | 99.86% |
| Voting through Physical Voting Form | 4 | 12 | 0.00%* |
| Total | 41 | 47,02,419 | 100.00% |

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 |
|-------------------------------------|------------------------------------|---|---|
| E-voting | 4 | 39 | 0.00%* |
| Voting through Ballot Forms | 0 | 0 | 0.00% |
| Voting through Physical Voting Form | 1 | 19 | 0.00%* |
| Total | 5 | 58 | 0.00%* |

iii. Invalid votes:

| Mode of Voting | No. of Folios casting Votes | Total No. of Votes cast (Shares) |
|-------------------------------------|------------------------------------|---|
| E-voting | 0 | 0 |
| Voting through Ballot Forms | 5 | 350 |
| Voting through Physical Voting Form | 1 | 2 |
| Total | 6 | 352 |

* - Rounded Off

The Registers, all other papers and relevant records relating to e-voting, ballot papers and physical votingshall 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: 14/08/2019

Yours faithfully,

K. C. DHANUKA & CO.
Company Secretaries

K. C. Dhanuka

K. C. DHANUKA 14/08/2019
Proprietor
FCS-2204, CP-1247