

Details of Voting Results

Sr. No.	Particulars	Details
1	Date of the Annual General Meeting	Thursday, the 14 <sup>th</sup> August, 2014
2	Total number of Shareholders on Record Date/Commencement of Book closing	25758 shareholders as on 01 <sup>st</sup> August, 2014 (i.e. Date of commencement of book closing)

Details of the Agenda

Resolution No.	Details of Agenda	Resolution required(Ordinary/Special)	Vote Cast in favour	Vote Cast against	
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2014	Ordinary	23528850 (100%)	10 (0.00%*)	Carried by majority
2	Declaration of dividend on Equity Shares @ 4.50/- per share	Ordinary	23528850 (100%)	10 (0.00%*)	Carried by majority
3	Re-appointment of Mr.R.K.Sharma as a Director of the Company	Ordinary	23528850 (100%)	10 (0.00%*)	Carried by majority
4	Appointment of M/s. Lovelock & Lewes, Chartered Accountants as the Statutory Auditors of the Company and fixing of their remuneration	Ordinary	23528850 (100%)	10 (0.00%*)	Carried by majority
5	Re-appointment of Mr.Chandra Kumar Dhanuka as the Executive Chairman of the Company	Special	23528850 (100%)	10 (0.00%*)	Carried by majority
6	Appointment of Mr.Pradip Kumar Khaitan as an Independent Director of the Company	Ordinary	23528750 (100%)	110 (0.00%*)	Carried by majority
7	Appointment of Mr.Joginder Pal Kundra as an Independent Director of the Company	Ordinary	23528600 (100%)	260 (0.00%*)	Carried by majority
8	Appointment of Dr. Basudeb Sen as an Independent Director of the Company	Ordinary	23528500 (100%)	260 (0.00%*)	Carried by majority
9	Appointment of Mr. Anurag Bagaria as an Independent Director of the Company	Ordinary	23528500 (100%)	260 (0.00%*)	Carried by majority
10	Appointment of Mr. Raj Narain Bhardwaj as an Independent Director of the Company	Ordinary	23528600 (100%)	260 (0.00%*)	Carried by majority
11	Appointment of Mr. Dharam Pal Jindal as an Independent Director of the Company	Ordinary	23528575 (100%)	265 (0.00%*)	Carried by majority

12	Authority to the Board of Directors to create security/mortgage u/s 180 (1)(a) of the Companies Act, 2013	Special	23527365 (100%)	1085 (0.00%*)	Carried by majority
13	Authority for borrowing money in terms of the limits specified u/s 180 (1)(c) of the Companies Act, 2013	Special	23527620 (100%)	1235 (0.01%)	Carried by majority
14	Ratification of the remuneration of M/s. Mani & Co., Cost Auditors for the year 2014-15	Ordinary	23528845 (100%)	10 (0.00%*)	Carried by majority

\* Rounded Off

Further, enclosed please find the Scrutinizer's Report in respect of the e-voting facility provided to the members of the Company.

For Dhunseri Petrochem & Tea Ltd.



K. V. Balan  
Company Secretary  
& Compliance Officer

**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 Petrochem & Tea Limited  
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 and the Ballot Forms received from the Shareholders who do not have access to E-voting.**

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 Petrochem & Tea Limited ("Company"), vide resolution dated 22<sup>nd</sup> May, 2014, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the E-voting process and to scrutinize the Ballot Forms received from the Shareholders in respect of the below mentioned resolutions to be passed at the 98<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, the 14<sup>th</sup> August, 2014 at 10.30 A.M. at 'Kala Kunj', Sangit Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700017.

The Notice dated 22<sup>nd</sup> May, 2014 convening Annual General Meeting (AGM) of the Company along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 14<sup>th</sup> August, 2014.

The Company has availed the E-voting facility offered by National Securities Depository Limited (NSDL), for conducting E-voting by the Shareholders of the Company. The Company has also provided voting by Ballot Forms to the members who do not have access to E-voting facility.

The Shareholders holding shares as on the "cut off" date, i.e., 11<sup>th</sup> of July, 2014 were entitled to vote on the proposed 14 (Fourteen) Resolutions as mentioned in the Notice dated 22<sup>nd</sup> of May, 2014 of the Annual General Meeting of the Company.

The E-voting period remained open from 09.00 A.M. IST on Tuesday, the 5<sup>th</sup> of August, 2014 up to 09.00 A.M. IST on Friday, the 8<sup>th</sup> of August, 2014, and the NSDL E-voting platform was blocked thereafter and the votes cast under the E-voting facility were then unblocked in the presence of two witnesses namely, Mr. Sukumar Kundu, residing at Sailesh Nagar, Gangangar, Kolkata - 700132 and



Mrs. Mittali Bose, residing at 5A, Saha Aman Lane, Kolkata - 700027, who were not in employment of the Company. Votes cast through physical Ballot Forms received upto 8<sup>th</sup> August, 2014, till 09.00 A.M. IST were considered.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) E-voting System (<https://www.evoting.nsdl.com>) and the Ballot Forms received respectively.

I now submit my report as under on the result of the voting through electronic means and physical mode in respect of the said resolutions.

**A. ORDINARY BUSINESS****a. Resolution 1**

Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2014

**i. Voted in favour of the resolution:**

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	18	19698628	-
E-voting	30	3830222	-
<b>Total</b>	<b>48</b>	<b>23528850</b>	<b>100.00%</b>

**ii. Voted against the resolution:**

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	1	10	-
<b>Total</b>	<b>1</b>	<b>10</b>	<b>0.00%*</b>

**iii. Invalid votes:**

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	1	1001945
<b>Total</b>	<b>1</b>	<b>1001945</b>

\*Rounded Off

**b. Resolution 2**

Declaration of dividend on Equity Shares @ 4.50/- per share.

**i. Voted in favour of the resolution:**

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	18	19698628	-
E-voting	30	3830222	-
<b>Total</b>	<b>48</b>	<b>23528850</b>	<b>100.00%</b>



## ii. Voted against the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	1	10	-
<b>Total</b>	<b>1</b>	<b>10</b>	<b>0.00%*</b>

## iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	1	1001945
<b>Total</b>	<b>1</b>	<b>1001945</b>

\*Rounded Off

## c. Resolution 3

Re-appointment of Mr. R. K. Sharma as a Director of the Company

## i. Voted in favour of the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	18	19698628	-
E-voting	30	3830222	-
<b>Total</b>	<b>48</b>	<b>23528850</b>	<b>100.00%</b>

## ii. Voted against the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	1	10	-
<b>Total</b>	<b>1</b>	<b>10</b>	<b>0.00%*</b>

## iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	1	1001945
<b>Total</b>	<b>1</b>	<b>1001945</b>

\*Rounded Off



**d. Resolution 4**

Appointment of M/s. Lovelock & Lewes, Chartered Accountants as the Statutory Auditors of the Company and fixing of their remuneration.

**i. Voted in favour of the resolution:**

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	18	19698628	-
E-voting	30	3830222	-
<b>Total</b>	<b>48</b>	<b>23528850</b>	<b>100.00%</b>

**ii. Voted against the resolution:**

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	1	10	-
<b>Total</b>	<b>1</b>	<b>10</b>	<b>0.00%*</b>

**iii. Invalid votes:**

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	1	1001945
<b>Total</b>	<b>1</b>	<b>1001945</b>

\*Rounded Off

**B. SPECIAL BUSINESS****e. Resolution 5**

Re-appointment of Mr. Chandra Kumar Dhanuka as the Executive Chairman of the Company.

**i. Voted in favour of the resolution:**

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	18	19698628	-
E-voting	30	3830222	-
<b>Total</b>	<b>48</b>	<b>23528850</b>	<b>100.00%</b>

**ii. Voted against the resolution:**

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	1	10	-
<b>Total</b>	<b>1</b>	<b>10</b>	<b>0.00%*</b>



## iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	1	1001945
<b>Total</b>	<b>1</b>	<b>1001945</b>

\*Rounded Off

## f. Resolution 6

Appointment of Mr. Pradip Kumar Khaitan as an Independent Director of the Company.

## i. Voted in favour of the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	18	19698628	-
E-voting	29	3830122	-
<b>Total</b>	<b>47</b>	<b>23528750</b>	<b>100.00%</b>

## ii. Voted against the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	2	110	-
<b>Total</b>	<b>2</b>	<b>110</b>	<b>0.00%*</b>

## iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	1	1001945
<b>Total</b>	<b>1</b>	<b>1001945</b>

\*Rounded Off

## g. Resolution 7

Appointment of Mr. Joginder Pal Kundra as an Independent Director of the Company

## i. Voted in favour of the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	18	19698628	-
E-voting	29	3829972	-
<b>Total</b>	<b>47</b>	<b>23528600</b>	<b>100.00%</b>



## ii. Voted against the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	2	260	-
<b>Total</b>	<b>2</b>	<b>260</b>	<b>0.00%*</b>

## iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	1	1001945
<b>Total</b>	<b>1</b>	<b>1001945</b>

\*Rounded Off

## h. Resolution 8

Appointment of Dr. Basudeb Sen as an Independent Director of the Company

## i. Voted in favour of the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	18	19698628	-
E-voting	28	3829872	-
<b>Total</b>	<b>46</b>	<b>23528500</b>	<b>100.00%</b>

## ii. Voted against the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	2	260	-
<b>Total</b>	<b>2</b>	<b>260</b>	<b>0.00%*</b>

## iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	1	1001945
<b>Total</b>	<b>1</b>	<b>1001945</b>

\*Rounded Off





**i. Resolution 9**

Appointment of Mr. Anurag Bagaria as an Independent Director of the Company.

**i. Voted in favour of the resolution:**

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	18	19698628	-
E-voting	29	3829872	-
<b>Total</b>	<b>47</b>	<b>23528500</b>	<b>100.00%</b>

**ii. Voted against the resolution:**

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	2	260	-
<b>Total</b>	<b>2</b>	<b>260</b>	<b>0.00%*</b>

**iii. Invalid votes:**

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	1	1001945
<b>Total</b>	<b>1</b>	<b>1001945</b>

\*Rounded Off

**j. Resolution 10**

Appointment of Mr. Raj Narain Bhardwaj as an Independent Director of the Company

**i. Voted in favour of the resolution:**

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	18	19698628	-
E-voting	29	3829972	-
<b>Total</b>	<b>47</b>	<b>23528600</b>	<b>100.00%</b>

**ii. Voted against the resolution:**

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	2	260	-
<b>Total</b>	<b>2</b>	<b>260</b>	<b>0.00%*</b>



iii. **Invalid votes:**

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	1	1001945
<b>Total</b>	<b>1</b>	<b>1001945</b>

\*Rounded Off

k. **Resolution 11**

Appointment of Mr. Dharam Pal Jindal as an Independent Director of the Company

i. **Voted in favour** of the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	18	19698628	-
E-voting	27	3829947	-
<b>Total</b>	<b>45</b>	<b>23528575</b>	<b>100.00%</b>

ii. **Voted against** the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	3	265	-
<b>Total</b>	<b>3</b>	<b>265</b>	<b>0.00%*</b>

iii. **Invalid votes:**

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	1	1001945
<b>Total</b>	<b>1</b>	<b>1001945</b>

\*Rounded Off

l. **Resolution 12**

Authority to the Board of Directors to create security/mortgage u/s 180 (1)(a) of the Companies Act, 2013

i. **Voted in favour** of the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	18	19698628	-
E-voting	21	3828737	-
<b>Total</b>	<b>39</b>	<b>23527365</b>	<b>100.00%</b>



## ii. Voted against the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	7	1085	-
<b>Total</b>	<b>7</b>	<b>1085</b>	<b>0.00%*</b>

## iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	1	1001945
<b>Total</b>	<b>1</b>	<b>1001945</b>

\*Rounded Off

## m. Resolution 13

Authority for borrowing money in terms of the limits specified u/s 180(1)(c) of the Companies Act, 2013

## i. Voted in favour of the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	18	19698628	-
E-voting	23	3828992	-
<b>Total</b>	<b>41</b>	<b>23527620</b>	<b>100.00%</b>

## ii. Voted against the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	7	1235	-
<b>Total</b>	<b>7</b>	<b>1235</b>	<b>0.01%</b>

## iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	1	1001945
<b>Total</b>	<b>1</b>	<b>1001945</b>



