



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 21st May 2018, 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 21st Annual General Meeting of the Company, held on Tuesday, the 7th day of August, 2018 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 21st AGM by the shareholders on the resolutions proposed in the Notice of the 21st 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





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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, 2018 (9:00 am) to August 06, 2018 (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, 2018) were entitled to vote on the resolutions (item no. 1 to 8 as set out in the Notice of 21st 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 21st 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 21st AGM through ballot papers, the votes cast through remote e-voting were unblocked on August 7th, 2018 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 21st 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, 2018 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	52	4704567	100.00%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	8	54	0.00%
Total	60	4704621	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	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	0	0
Voting through Physical Voting Form	3	22
Total	3	22

2. As an Ordinary Resolution

Declaration of dividend of Rs. 8/- per Equity Shares for the financial year ended 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	53	4704607	100.00%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	8	54	0.00%
Total	61	4704661	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	0	0
Voting through Physical Voting Form	3	22
Total	3	22

3. As an Ordinary Resolution

Appointment of Mr. Rajiv Kumar Sharma (DIN 05197101) 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	52	4704567	100.00%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	8	54	0.00%
Total	60	4704621	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	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%





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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	22
Total	3	22

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 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	51	4704415	100.00%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	8	54	0.00%
Total	59	4704469	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	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	0	0
Voting through Physical Voting Form	3	22
Total	3	22





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B. SPECIAL BUSINESS

5. As an Ordinary Resolution

Appointment of Mr. Vivek Goenka (DIN: 00042285) 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	52	4704567	100.00%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	8	54	0.00%
Total	60	4704621	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	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%

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	22
Total	3	22

6. As an Ordinary Resolution

Appointment of Mr. Mrigank Dhanuka (DIN 00005666) as an Executive Director.

iii. 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	52	4704567	100.00%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	8	54	0.00%
Total	60	4704621	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%

iv. 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	22
Total	3	22

7. As an Ordinary Resolution

Appointment of Prof. Ashoke Kumar Dutta (DIN: 00045170) as an Independent Director.

v. 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	52	4704567	100.00%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	3	54	0.00%
Total	60	4704621	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	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%

vi. 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	22
Total	3	22





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8. 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 2019.

vii. 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	52	4704567	100.00%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	8	54	0.00%
Total	60	4704621	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	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%

viii. 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	22
Total	3	22

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: 07/08/2018

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

K. C. Dhanuka
K. C. DHANUKA 07/08/2018
Proprietor
FCS-2204, CP-1247