

**K. C. DHANUKA & CO.**

COMPANY SECRETARIES

CENTRE POINT, ROOM No. 419,  
21, HEMANTA BASU SARANI,  
4th FLOOR, KOLKATA - 700 001  
Cell : 09830053619  
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: Consolidated Scrutinizer's Report on Remote 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 and E-voting at the 26<sup>th</sup> Annual General Meeting (AGM) of Dhunseri Tea & Industries Limited held on Tuesday, 19<sup>th</sup> September, 2023 at 03.00 P.M. IST through video conferencing ('VC') / other audio visual means ('OAVM').**

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 & Industries Limited ("Company"), for the purpose of scrutinizing the Remote E-voting process (Remote E-voting) and Voting through Electronic Voting System (E-voting) during the Annual General Meeting (AGM), pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, in respect of the below mentioned resolutions passed at the 26<sup>th</sup> Annual General Meeting ("AGM") of the Company, held on Tuesday, 19<sup>th</sup> September 2023, at 03.00 P.M. IST through VC/ OAVM.

The notice dated 28<sup>th</sup> May, 2023, as confirmed by the Company was sent to the shareholders whose email addresses are registered with the Company/ Depositories in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 10/2022 dated 28th December 2022 read with Circular Nos. 20/2020 dated 5th May 2020; 02/2021 dated 13th January, 2021; 19/2021 dated 8th December, 2021; 21/2021 dated 14th December, 2021 and 2/2022 dated 5<sup>th</sup> May 2022 (collectively referred to as "MCA circulars") and SEBI Circulars dated 12th May, 2020; 15th January, 2021, 13<sup>th</sup> May, 2022 and 5<sup>th</sup> January 2023 in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC/ OAVM and who had not cast their vote earlier through remote e-voting process.

The Company had engaged National Securities Depository Limited ("NSDL") as the authorized agency to provide secured system for conducting the remote e-voting and e-voting at the said AGM for the Shareholders of the Company.





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The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Remote E-voting process (Remote E-voting) and Voting through Electronic Voting System (E-voting) during the AGM, on the resolutions proposed in the Notice of the 26<sup>th</sup> Annual General Meeting of the Company dated 28<sup>th</sup> May, 2023 is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the Remote E-voting process (Remote E-voting) and Voting through Electronic Voting System (E-voting) during the AGM, 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, on the resolutions to the Chairman, based on the reports generated from the electronic voting system provided by the National Securities Depository Limited ("NSDL").

Further to the above, I submit my report as under:-

- i) The remote e-voting period remained open from Friday, 15<sup>th</sup> September, 2023 (at 09.00 am IST) to Monday, 18<sup>th</sup> September, 2023 (at 05.00 pm IST).
- ii) The Members of the Company as on the "cut-off" date (record date for the purpose of remote e-voting, i.e. Tuesday, 12<sup>th</sup> September, 2023) were entitled to vote on the resolutions (item no. 1 to 5 as set out in the Notice dated 28<sup>th</sup> May, 2023 of 26<sup>th</sup> AGM of the Company).
- iii) The names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the 26<sup>th</sup> AGM through VC and who had not cast their vote through on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- iv) After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com/>). 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.
- v) Based on the reports generated from the NSDL e-voting website, the consolidated report on the voting on each resolution, pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, is as under:

## A. ORDINARY BUSINESS

### 1. As an Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2023, including the audited Balance Sheet as at 31<sup>st</sup> March, 2023, the Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2023, the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2023 and the Reports of the Board of 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>
Remote E-voting	107	7245311	99.99%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>107</b>	<b>7245311</b>	<b>99.99%</b>



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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>
Remote E-voting	6	485	0.01%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>6</b>	<b>485</b>	<b>0.01%</b>

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
Remote E-voting	0	0
E-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

\* - Rounded Off

2. As an Ordinary Resolution

To declare a Dividend of Rs. 3.00 per Equity Share for the financial year ended March 31, 2023.

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>
Remote E-voting	108	7245326	99.99%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>108</b>	<b>7245326</b>	<b>99.99%</b>

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>
Remote E-voting	5	470	0.01%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>5</b>	<b>470</b>	<b>0.01%</b>

iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
Remote E-voting	0	0
E-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>





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### 3. As an Ordinary Resolution

To appoint a Director in place of Mr. Mrigank Dhanuka (DIN: 00005666), 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>
Remote E-voting	103	7168513	99.99%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>103</b>	<b>7168513</b>	<b>99.99%</b>

#### 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>
Remote E-voting	5	499	0.01%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>5</b>	<b>499</b>	<b>0.01%</b>

#### iii. Invalid votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
Remote E-voting	0	0
E-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

## B. SPECIAL BUSINESS

### 4. As a Special Resolution

Appointment 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>
Remote E-voting	102	7168422	99.99%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>102</b>	<b>7168422</b>	<b>99.99%</b>

#### 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>
Remote E-voting	6	590	0.01%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>6</b>	<b>590</b>	<b>0.01%</b>



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iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
Remote E-voting	0	0
E-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

\* - Rounded Off

5. As an Ordinary Resolution

To ratify the remuneration of the Cost Auditors for the year 2023-24.

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
Remote E-voting	106	7245161	99.99%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>106</b>	<b>7245161</b>	<b>99.99%</b>

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
Remote E-voting	7	635	0.01%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>7</b>	<b>635</b>	<b>0.01%</b>

iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
Remote E-voting	0	0
E-voting at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

\* - 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

Date : 19<sup>th</sup> September, 2023

Yours faithfully,

K. C. DHANUKA & CO.  
Company Secretaries

*K. C. Dhanuka*  
19/09/2023

K. C. DHANUKA  
Proprietor  
FCS-2204, CP-1247  
Peer Review Certificate No. 2776/2022  
UDIN: F002204E001037007





**DHUNSERI TEA & INDUSTRIES LTD**

AGM Attended and Voting Summary AGM

Format for Voting Result

Date of the AGM	19-Sep-23
Total Number of Shareholders on Record Date	18441
<b>No. of Shareholders Present in the Meeting Either in Person or Through Proxy :</b>	
Promoter & Promoter Group	
Public	
<b>Total</b>	
<b>No. of Shareholders Attended the Meeting Through Video Conferencing :</b>	
Promoter & Promoter Group	19
Public	36
<b>Total</b>	<b>55</b>

1	To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2023, including the audited Balance Sheet as at 31st March, 2023, the Statement of Profit & Loss for the year ended 31st March, 2023, the Cash Flow Statement for the year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors' thereon.							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			No					
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	Remote Evoting	7239289	7239289	100.00000	7239289	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		7239289	100.00000	7239289	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	214052	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	
	<b>Total</b>		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	3054086	6507	0.21306	6022	485	92.54649	7.45351
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	
	<b>Total</b>		6507	0.21306	6022	485	92.54649	7.45351
<b>Total</b>		<b>10507427</b>	<b>7245796</b>	<b>68.95880</b>	<b>7245311</b>	<b>485</b>	<b>99.99331</b>	<b>0.00669</b>



2		To declare a dividend of Rs. 3.00/- per equity share for the financial year ended March 31, 2023.						
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			No					
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	Remote Evoting	7239289	7239289	100.00000	7239289	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7239289	100.00000	7239289	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	214052	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	3054086	6507	0.21306	6037	470	92.77701	7.22299
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		6507	0.21306	6037	470	92.77701	7.22299
Total		10507427	7245796	68.95880	7245326	470	99.99351	0.00649

3		To appoint a director in place of Mr. Mrigank Dhanuka (DIN: 00005666), who retires by rotation and being eligible offers himself for re-appointment.						
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Yes					
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	Remote Evoting	7239289	7162505	98.93934	7162505	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7162505	98.93934	7162505	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	214052	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	3054086	6507	0.21306	6008	499	92.33134	7.66866
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		6507	0.21306	6008	499	92.33134	7.66866
Total		10507427	7169012	68.22804	7168513	499	99.99304	0.00696



4 Appointment of Mr. Chandra Kumar Dhanuka (DIN: 00005684) as Managing Director								
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			Yes					
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	Remote Evoting	7239289	7162505	98.93934	7162505	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7162505	98.93934	7162505	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	214052	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	3054086	6507	0.21306	5917	590	90.93284	9.06716
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		6507	0.21306	5917	590	90.93284	9.06716
Total		10507427	7169012	68.22804	7168422	590	99.99177	0.00823

5 To ratify the remuneration of the Cost Auditor for the year 2023-2024								
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?			No					
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	Remote Evoting	7239289	7239289	100.00000	7239289	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7239289	100.00000	7239289	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	214052	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	3054086	6507	0.21306	5872	635	90.24128	9.75872
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		6507	0.21306	5872	635	90.24128	9.75872
Total		10507427	7245796	68.95880	7245161	635	99.99124	0.00876

The Ordinary Resolution / Special Resolution as set out in the AGM Notice dated 28.05.2023 has been passed by the Members by requisite majority.

