

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 Investments 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 Investments Limited ("Company"), vide resolution dated 27th 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 17th Annual General Meeting of the Company, to be held on Thursday, the 11th August, 2014 at 10.30 A.M. at 'Kala Kunj', Sangit Kala Mandir, 48, Shakespeare Sarani, Kolkata – 700017.

The Notice dated 27th 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 11th 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., 11th of July, 2014 were entitled to vote on the proposed 8 (Eight) Resolutions as mentioned in the Notice dated 27th of May, 2014 of the Annual General Meeting of the Company.

The E-voting period remained open from 09.00 A.M. IST on Sunday, the 3rd of August, 2014 up to 06.00 P.M. IST on Tuesday, the 5th 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 5th August, 2014, till 06.00 P.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 Accounts for the financial year ended 31st March, 2014 including the Balance Sheet, Statement of Profit & Loss, Cash Flow Statement at that date together with the Reports of the Directors and Auditors thereon.

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	23	4375712	-
E-voting	7	16650	-
Total	30	4392362	100.00%

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	20	-
Total	1	20	0.00%*

iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	0	0
Total	0	0

*Rounded Off



b. Resolution 2Declaration of Dividend for the financial year ended 31st 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	23	4375712	-
E-voting	7	16650	-
Total	30	4392362	100.00%

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	20	-
Total	1	20	0.00%*

iii. **Invalid** votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	0	0
Total	0	0

*Rounded Off

c. Resolution 3

Appointment of Smt. Aruna Dhanuka, who retires by rotation and Offers herself for re - appointment.

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	23	4375712	-
E-voting	7	16650	-
Total	30	4392362	100.00%

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	20	-
Total	1	20	0.00%*



iii. **Invalid votes:**

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	0	0
Total	0	0

*Rounded Off

d. **Resolution 4**

Appointment of M/s. Dhandhanika & Associates, Chartered Accountants, as Auditors for a period of three years from the conclusion of this AGM till conclusion of the 20th AGM 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	23	4375712	-
E-voting	7	16650	-
Total	30	4392362	100.00%

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	20	-
Total	1	20	0.00%*

iii. **Invalid votes:**

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	0	0
Total	0	0

*Rounded Off

B. SPECIAL BUSINESSe. **Resolution 5**

Appointment of Sri Ashok Kumar Lohia as an Independent Director for a period of Five years with effect from the date of this AGM.

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	23	4375712	-
E-voting	7	16650	-
Total	30	4392362	100.00%



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	20	-
Total	1	20	0.00%*

iii. **Invalid** votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	0	0
Total	0	0

*Rounded Off

f. **Resolution 6**

Appointment of Sri Basudeo Beriwal as an Independent Director for a period of Five years with effect from the date of this AGM.

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	23	4375712	-
E-voting	7	16650	-
Total	30	4392362	100.00%

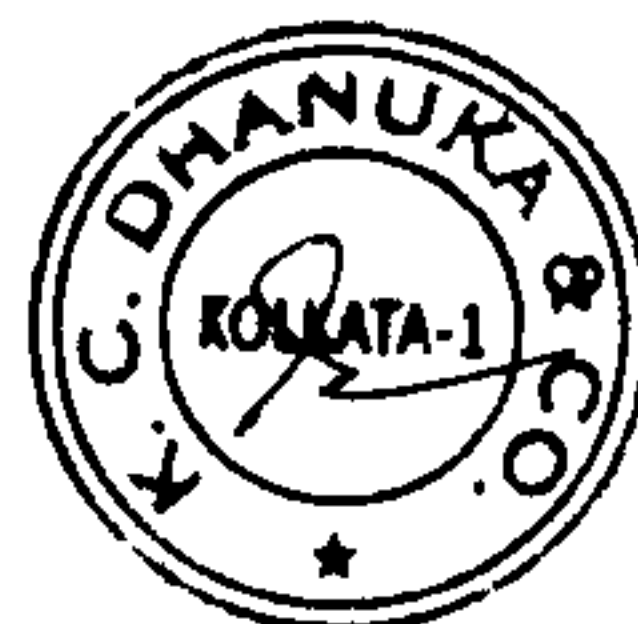
ii. Voted **against** the resolution:

	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
Physical	0	0	-
E-voting	1	20	-
Total	1	20	0.00%*

iii. **Invalid** votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	0	0
Total	0	0

*Rounded Off



g. Resolution 7

Appointment of Sri Adarsh Garodia as an Independent Director for a period of Five years with effect from the date of this AGM.

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	23	4375712	-
E-voting	7	16650	-
Total	30	4392362	100.00%

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	20	-
Total	1	20	0.00%*

iii. Invalid votes:

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	0	0
Total	0	0

*Rounded Off

h. Resolution 8

Retirement by rotation of director Sri Purushottam Lal Agarwal on the conclusion of the AGM and to resolve not to fill up the said casual vacancy.

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	23	4375712	-
E-voting	7	16650	-
Total	30	4392362	100.00%

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	20	-
Total	1	20	0.00%*



K. C. DHANUKA & CO.

COMPANY SECRETARIES

CENTRE POINT, ROOM No. 419,
21, HEMANTA BASU SARANI,
4th FLOOR, KOLKATA - 700 001
Cell : 09830053619, 3022-5806
E-mail : dhanuka419@yahoo.co.in

iii. **Invalid votes:**

	No. of Folios whose Votes were declared Invalid	Total No. of Votes cast by them (Shares)
Physical	0	0
E-voting	0	0
Total	0	0

*Rounded Off

The Registers, all other papers and relevant records relating to electronic 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: 08/08/2014

Yours faithfully,

K. C. DHANUKA & CO.
Company Secretaries

K. C. Dhanuka
K. C. DHANUKA
Proprietor
FCS-2204, CP-1247

08/08/2014