



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 Investments 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 Investments Limited ("Company"), vide resolution dated 25TH May 2018, pursuant to Section 108 of the Companies Act, 2013, 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 to conduct the E-voting as well as physical voting process in respect of the below mentioned resolutions to be passed at the 21ST Annual General Meeting of the Company, held on Thursday, the 9th August, 2018 at 10.30A.M. at "Kala Kunj", Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata – 700017.

The Company had also provided the facility of voting through ballot paper to the members present at the AGM and who had not cast their vote earlier through remote e-voting.

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 thereunder relating to voting through electronic means (remote e-voting) and voting by using ballots 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





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votes cast in favour or against if any, to the Chairman on the 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 06th August, 2018(9:00 am) to 08thAugust, 2018 (5:00pm)
- ii) The Members of the Company as on the "cut-off" dates (record date for the purpose of e-voting, i.e. 02ndAugust,2018) were entitled to vote on the resolutions (item no. 1 to 4 as set out in the Notice of 21stAGM 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 21stAGM, 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 21stAGM through ballot papers, the votes cast through remote e-voting were unblocked on 09thAugust,2018 at 11:15 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 21stAGM, 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 Board of Directors and Auditors thereon.

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	27	4570460	99.99%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	9	88	0.00%
Total	36	4570548	99.99%*

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	5	223	0.01%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	1	2	0.00%
Total	6	225	0.01%*

Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	0	0	0.00%
Voting through Ballot Forms	1	12	0.00%
Voting through Physical Voting Form	1	1	0.00%
Total	2	13	0.00%*

* - Rounded Off

2. As an Ordinary Resolution

Declaration of dividend of Rs.1.50 per Equity Shares for the financial year ended 31st March, 2018.

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	28	4570533	99.99%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	9	88	0.00%
Total	37	4570621	99.99%*





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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	150	0.01%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	1	2	0.00%
Total	5	152	0.01%*

Invalid votes:

<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	1	12	0.00%
Voting through Physical Voting Form	1	1	0.00%
Total	2	13	0.00%*

*- Rounded Off

3.As an Ordinary Resolution

Appointment of Mr. C. K. Dhanuka (DIN 00005684) as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

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	25	4570328	99.99%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	9	88	0.00%
Total	34	4570416	99.99%*

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	6	348	0.01%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	1	2	0.00%
Total	7	350	0.01%*

Invalid votes:

<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	1	12	0.00%
Voting through Physical Voting Form	1	1	0.00%
Total	2	13	0.00%*

*-Rounded Off





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4. As an Ordinary Resolution

Ratification of appointment of M/s U.S Agarwal & Associates, Chartered Accountants (Firm Registration No-314213E) as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration for the Financial Year ending 31 March, 2019.

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	26	4570335	99.99%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	9	88	0.00%
Total	35	4570423	99.99%*

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	6	348	0.01%
Voting through Ballot Forms	0	0	0.00%
Voting through Physical Voting Form	1	2	0.00%
Total	7	350	0.01%*

Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)	% of Total No. of valid Votes cast
E-voting	0	0	0.00%
Voting through Ballot Forms	1	12	0.00%
Voting through Physical Voting Form	1	1	0.00%
Total	2	13	0.00%*

*-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

Dated: 10.08.2018

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

K. C. Dhanuka
K. C. DHANUKA 10/08/2018
Proprietor
FCS-2204, CP-1247

DHUNSERI INVESTMENTS LTD - AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	August 09, 2018
Total Number of Shareholders on record date	13369
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	12
Public	163
Total	175
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

Agenda- wise disclosure (to be disclosed separately for agenda item)

1 .		Adoption of the Audited Financial Statements (including consolidated Financial Statement) for the financial year ended 31st March, 2018 and the Reports of the Directors' and Auditors' thereon.						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
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	E-Voting	4569999	4569999	100.00000	4569999	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4569999	100.00000	4569999	0	100.00000	
Public - Institutional holders	E-Voting	2900	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	1524279	684	0.04490	461	223	67.39770	32.60230
	Poll		90	0.00590	88	2	97.77780	2.22220
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		774	0.05080	549	225	70.93020	29.06980
Total		6097178	4570773	74.96539	4570548	225	99.99508	0.00492



2 .			Declaration a dividend of Rs.1.50 per equity share for the financial year ended 31st March, 2018.					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
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	E-Voting	4569999	4569999	100.00000	4569999	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4569999	100.00000	4569999	0	100.00000	
Public - Institutional holders	E-Voting	2900	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	1524279	684	0.04490	534	150	78.07020	21.92980
	Poll		90	0.00590	88	2	97.77780	2.22220
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		774	0.05080	622	152	80.36180	19.63820
Total		6097178	4570773	74.96539	4570621	152	99.99667	0.00333

3 .			Appointment of Mr. C K Dhanuka (DIN: 00005684) as a director of the Company who retires by rotation and being eligible offers himself for re-appointment					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
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	E-Voting	4569999	4569999	100.00000	4569999	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4569999	100.00000	4569999	0	100.00000	
Public - Institutional holders	E-Voting	2900	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	1524279	677	0.04440	329	348	48.59680	51.40320
	Poll		90	0.00590	88	2	97.77780	2.22220
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		767	0.05030	417	350	54.36770	45.63230
Total		6097178	4570766	74.96527	4570416	350	99.99234	0.00766



4.		Ratification of appointment of M/s. U. S. Agarwal & Associates, Chartered Accountants (Firm Registration No. 314213E) as Statutory Auditors' of the Company and to authorise the Board of Directors to fix their remuneration for the Financial Year ending 31st March, 2019.						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
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	E-Voting	4569999	4569999	100.00000	4569999	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		4569999	100.00000	4569999	0	100.00000	
Public - Institutional holders	E-Voting	2900	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	1524279	684	0.04490	336	348	49.12280	50.87720
	Poll		90	0.00590	88	2	97.77780	2.22220
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		774	0.05080	424	350	54.78040	45.21960
Total		6097178	4570773	74.96539	4570423	350	99.99234	0.00766

