

DHUNSERI INVESTMENTS LIMITED

REGISTERED OFFICE : DHUNSERI HOUSE 4A, WOODBURN PARK, KOLKATA - 700 020

CIN: L15491WB1997PLC082808

Ref. No. DIL/108/2023/

22.09.2023

To,
BSE Limited
(Scrip Code: 533336)
Floor 25, P. J. Towers
Dalal Street
Mumbai - 400001

National Stock Exchange of India Limited
(Symbol: DHUNINV)
Exchange Plaza
Plot No: C/1, G Block
Bandra – Kurla Complex, Bandra (E)
Mumbai – 400 051

Dear Sirs,

Sub: Scrutinizer's Report on the Voting Results – AGM

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the following in connection with the Voting Results relating to Remote e-voting and E-voting during the Annual General Meeting (AGM) in respect to all the Resolutions contained in the Notice of the 26th Annual General Meeting of the Company held on 21st September, 2023 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM):-

- Copy of the Scrutinizer's report.
- Voting Results as per Regulation 44(3) of the SEBI LODR, Regulations, 2015

Kindly acknowledge receipt.

Thanking You

Yours Faithfully,

For **Dhunseri Investments Limited**

Nikita Gupta

Nikita Gupta
Company Secretary & Compliance Officer



Encl: As above

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: 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 26th Annual General Meeting (AGM) of Dhunseri Investments Limited held on Thursday, 21st September, 2023 at 2.30 P.M. 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 Investments 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 26th Annual General Meeting ("AGM") of the Company, held on Thursday, 21st September 2023, at 2.30 P.M. through VC/ OAVM .

The notice dated 29th 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 5th May 2022 (collectively referred to as "MCA circulars") and SEBI Circulars dated 12th May, 2020; 15th January, 2021, 13th May, 2022 and 5th 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 remote e-voting by the Shareholders of the Company and e-voting at the said AGM.



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 26th Annual General Meeting of the Company 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, to the Chairman on the resolutions, 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 Monday, 18th September, 2023 (at 09.00 am) to Wednesday, 20th September, 2023 (at 05.00 pm).
- ii) The Members of the Company as on the "cut-off" date (record date for the purpose of remote e-voting, i.e. Thursday, 14th September, 2023) were entitled to vote on the resolutions (Item no. 1 to 3 as set out in the Notice dated 29th May, 2023 of 26th 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 AGM through VC and who had not voted 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

Item no.1

1. As an Ordinary Resolution-

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon.

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 | 71 | 4581267 | 99.87% |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 71 | 4581267 | 99.87% |



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 | 5784 | 0.13% |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 6 | 5784 | 0.13% |

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 |
| Total | 0 | 0 |

* - Rounded Off

Item no.2

2. As an Ordinary Resolution-

Declaration of dividend on Equity Shares at Rs. 2.50 per Equity share for the Financial Year ended 31st March, 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 | 71 | 4584368 | 100.00% |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 71 | 4584368 | 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> |
|-----------------------|------------------------------------|---|---|
| Remote E-voting | 5 | 45 | 0.00% |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 5 | 45 | 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> |
|-----------------------|------------------------------------|---|
| Remote E-voting | 0 | 0 |
| E-voting at the AGM | 0 | 0 |
| Total | 0 | 0 |

* - Rounded Off



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

Item no.3

3. As an Ordinary Resolution

To appoint a Director in place of Mrs. Bharati Dhanuka (DIN: 02397650), who retires by rotation and being eligible offers himself for re-appointment.

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 | 68 | 4444768 | 100.00% |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 68 | 4444768 | 100.00% |

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 | 5 | 54 | 0.00% |
| E-voting at the AGM | 0 | 0 | 0.00% |
| Total | 5 | 54 | 0.00% |

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 |
| Total | 0 | 0 |

* - Rounded Off00

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

Date : 21st September, 2023



Yours faithfully,

K. C. DHANUKA & CO.
Company Secretaries

K. C. Dhanuka
K. C. DHANUKA 21/09/2023
Proprietor
FCS-2204, CP-1247
Peer Review Certificate No. 2776/2022
UDIN: F002204E001049690

DHUNSERI INVESTMENTS LTD

AGM Attended and Voting Summary AGM

Format for Voting Result

| | |
|---|-----------|
| Date of the AGM | 21-Sep-23 |
| Total Number of Shareholders on Record Date | 10554 |
| No. of Shareholders Present in the Meeting Either in Person or Through Proxy : | |
| Promoter & Promoter Group | |
| Public | |
| Total | |
| No. of Shareholders Attended the Meeting Through Video Conferencing : | |
| Promoter & Promoter Group | 15 |
| Public | 27 |
| Total | 42 |

| 1 | To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year 2022-23 together with 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 | 4569999 | 4569999 | 100.00000 | 4569999 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | N.A. | 0 | N.A. | N.A. | N.A. | N.A. |
| | Total | | 4569999 | 100.00000 | 4569999 | 0 | 100.00000 | 0.00000 |
| Public-Institutional holders | Remote Evoting | 8614 | 5739 | 66.62410 | 0 | 5739 | 0 | 100.00000 |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | N.A. | N.A. | N.A. | N.A. | N.A. | |
| | Total | | 5739 | 66.62410 | 0 | 5739 | 0.00000 | 100.00000 |
| Public-Non Institution holders | Remote Evoting | 1518565 | 11312 | 0.74491 | 11267 | 45 | 99.60219 | 0.39781 |
| | Evoting at AGM | | 1 | 0.00007 | 1 | 0 | 100.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | 0 | N.A. | N.A. | N.A. | |
| | Total | | 11313 | 0.74498 | 11268 | 45 | 99.60223 | 0.39777 |
| Total | | 6097178 | 4587051 | 75.23236 | 4581267 | 5784 | 99.87391 | 0.12609 |

Nikita Gupta



| 2 | | To declare Dividend on the Equity Shares of the Company @ of Rs. 2.50/- per Equity Share for the Financial Year ended 31st March, 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 | 4569999 | 4567361 | 99.94228 | 4567361 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | N.A. | 0 | N.A. | N.A. | N.A. | |
| | Total | | 4567361 | 99.94228 | 4567361 | 0 | 100.00000 | 0.00000 |
| Public-Institutional holders | Remote Evoting | 8614 | 5739 | 66.62410 | 5739 | 0 | 100.00000 | |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | N.A. | 0 | N.A. | N.A. | N.A. | |
| | Total | | 5739 | 66.62410 | 5739 | 0 | 100.00000 | 0.00000 |
| Public-Non Institution holders | Remote Evoting | 1518565 | 11312 | 0.74491 | 11267 | 45 | 99.60219 | 0.39781 |
| | Evoting at AGM | | 1 | 0.00007 | 1 | 0 | 100.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | 0 | N.A. | N.A. | N.A. | |
| | Total | | 11313 | 0.74498 | 11268 | 45 | 99.60223 | 0.39777 |
| Total | | 6097178 | 4584413 | 75.18910 | 4584368 | 45 | 99.99902 | 0.00098 |

| 3 | | To appoint a Director in place of Mrs. Bharati Dhanuka (DIN: 02397650), who retires by rotation and being eligible offers herself 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 | 4569999 | 4427770 | 96.88777 | 4427770 | 0 | 100.00000 | 0.00000 |
| | Evoting at AGM | | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | N.A. | 0 | N.A. | N.A. | N.A. | |
| | Total | | 4427770 | 96.88777 | 4427770 | 0 | 100.00000 | 0.00000 |
| Public-Institutional holders | Remote Evoting | 8614 | 5739 | 66.62410 | 5739 | 0 | 100.00000 | |
| | Evoting at AGM | | 0 | 0.00000 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | | N.A. | 0 | N.A. | N.A. | N.A. | |
| | Total | | 5739 | 66.62410 | 5739 | 0 | 100.00000 | 0.00000 |
| Public-Non Institution holders | Remote Evoting | 1518565 | 11312 | 0.74491 | 11258 | 54 | 99.52263 | 0.47737 |
| | Evoting at AGM | | 1 | 0.00007 | 1 | 0 | 100.00000 | 0.00000 |
| | Postal Ballot (if applicable) | | N.A. | 0 | N.A. | N.A. | N.A. | |
| | Total | | 11313 | 0.74498 | 11259 | 54 | 99.52267 | 0.47733 |
| Total | | 6097178 | 4444822 | 72.89966 | 4444768 | 54 | 99.99879 | 0.00121 |

The Ordinary Resolution as set out in the AGM Notice dated 29.05.2023 has been passed by the Members by requisite majority.

Nikita Gupta

