

DHUNSERI INVESTMENTS LIMITED

Registered Office : "Dhunseri House", 4A, Woodburn Park, Kolkata 700020

Ref.No.DIL/108/2015/

30.09.2015

Bombay Stock Exchange Ltd.,
Phiroze-Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Fax No. : 022-22722037/39/41/61
022-22723121/3719

Scrip Code: 533336

National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G, 5th Floor
Bandra Kurla Complex,
Bandra (E),
Mumbai-400051

Fax No. : 022-26598237/38
022-26598347/48

Symbol : DHUNINV

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 Clause 35B of the Listing Agreement, please find enclosed Scrutinizer's Report on the results relating to Remote e-voting including Ballot Form as well as Physical voting at the venue of the AGM in respect to all the Resolutions contained in the Notice of the 18th Annual General Meeting of the Company held on 29th September, 2015 at "Kala Kunj", Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata-700017.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For DHUNSERI INVESTMENTS LTD.

Aditi Dhanuka

(ADITI DHANUKA)
Company Secretary



K. C. DHANUKA & CO.

COMPANY SECRETARIES

419, CENTRE POINT,
21, HEMANTA BASU SARANI,
KOLKATA - 700 001.

☎ : 2248-5806, 3022-5806.

Mobile : 98300 53619.

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 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 of the Companies (Management and Administration) Rules, 2014.

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 August 13th 2015, 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 to conduct the E-voting process in respect of the below mentioned resolutions passed at the 18th Annual General Meeting ("AGM") of the Company, held on Tuesday, the 29th September, 2015 at 3.00 P.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 there under 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 18th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through the electronic means as well as postal ballot by post 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 resolutions, based on





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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 September 26, 2015 (9:00 am) to September 28, 2015 (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. September 22nd, 2015) were entitled to vote on the resolutions (item no. 1 to 6 as set out in the Notice of 18th 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 18th AGM, after declaration to cast the vote by ballot paper by the Chairman, ballot box kept for polling was locked in my presence.
- v) The locked ballot boxes were subsequently opened in my presence along with two witnesses, Ms Devika Priyadarsini 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 shareholders present at the 18th AGM through ballot papers, the votes cast through remote e-voting were unblocked on September 29th, 2015 at 4:00 pm in the presence of two witnesses, Ms Devika Priyadarsini 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 18th AGM, 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:





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A. ORDINARY BUSINESS

1. Resolution 1

Adoption of Audited Financial Statements for the year ended March 31st, 2015 and Cashflow as on the date, the reports of Board of Director's and Auditor's 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	21	4566979	100%
Voting through Ballot Forms	7	72	0%
Total	28	4567051	100%

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	4	123	0%
Voting through Ballot Forms	NIL	NIL	0%
Total	4	123	0%*

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	NIL	NIL
Voting through Ballot Forms	1	15
Total	1	15

*Rounded Off

2. Resolution 2

Declaration of dividend on Equity Shares for the year ended on 31st March, 2015.

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	24	4566152	100%
Voting through Ballot Forms	5	17	0%
Total	29	4566169	100%





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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	NIL	NIL	0%
Voting through Ballot Forms	2	55	0%
Total	2	55	0%*

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	1	950
Voting through Ballot Forms	1	15
Total	2	965

*Rounded Off

3. Resolution 3

Re-appointment of Sri C.K. Dhanuka (DIN: 00005684) as director, liable to retire by rotation.

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	21	4566979	100%
Voting through Ballot Forms	7	72	0%
Total	28	4567051	100%

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	4	123	0%
Voting through Ballot Forms	NIL	NIL	0%
Total	4	123	0%*

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	NIL	NIL
Voting through Ballot Forms	1	15
Total	1	15

*Rounded Off





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4. Resolution 4

Ratify the appointment of M/s. Dhandhanika & Associates as Statutory Auditors of the Company till the conclusion of 20th Annual General Meeting(AGM) and fixing of their remuneration.

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	21	4566979	100%
Voting through Ballot Forms	7	72	0%
Total	28	4567051	100%

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	4	123	0%
Voting through Ballot Forms	NIL	NIL	0%
Total	4	123	0%*

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	NIL	NIL
Voting through Ballot Forms	1	15
Total	1	15

*Rounded Off

B. SPECIAL BUSINESS

5. Resolution 5

As an ordinary resolution.

Appointment of Sri Mrigank Dhanuka (DIN:00005666) as Managing Director of the Company w.e.f. 9th September,2014 for 5 years.

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	21	4566979	100%
Voting through Ballot Forms	6	67	0%
Total	27	4567046	100%





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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	4	123	0%
Voting through Ballot Forms	1	5	0%
Total	5	128	0%*

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	NIL	NIL
Voting through Ballot Forms	1	15
Total	1	15

*Rounded Off

6. Resolution 6

As an ordinary resolution.

Appointment of Sri Amit Gupta (DIN: 00171973) as an Independent Director of the Company w.e.f. 11th August 2014 for 5 consecutive years, not liable to retire by rotation.

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	21	4566979	100%
Voting through Ballot Forms	7	72	0%
Total	28	4567051	100%

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	4	123	0%
Voting through Ballot Forms	NIL	NIL	0%
Total	4	123	0%*





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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	NIL	NIL
Voting through Ballot Forms	1	15
Total	1	15

*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: 30/09/2015

Yours faithfully,

K. C. DHANUKA & CO.
Company Secretaries

K. C. DHANUKA
Proprietor

FCS-2204, CP-1247

30/09/2015