

DHUNSERI INVESTMENTS LIMITED

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

CIN: L15491WB1997PLC082808

Ref. No. DIL/108/2019/

29.08.2019

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

Ref: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Disclosure of Voting Results for 22nd AGM

Dear Sir / Ma'am,

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the following in connection with the Voting Results relating to Remote e-voting and Voting through Ballot at the Meeting in respect to all the Resolutions contained in the Notice of the 22nd Annual General Meeting of the Company held on 28th August, 2019 at "Kala Kunj", Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata- 700 017.

Please find enclosed the following:

- Copy of the Scrutinizer's Report
- Voting Result in the prescribed format as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking you,

Yours faithfully,
For Dhunseri Investments Limited

Priya Agarwal

Priya Agarwal
Company Secretary & Compliance Officer
ACS 38800



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: 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 28th May 2019, pursuant to Section 108 of the Companies Act, 2013, read with Rules 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 process in respect of the below mentioned resolutions to be passed at the 22nd Annual General Meeting of the Company, held on Wednesday, 28th August, 2019 at 10.30 A.M. at "Kala Kunj", Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata – 700017.

The Company had also provided the facility of voting through physical voting form to the members present at the Annual General Meeting 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 physical voting at the venue of the 22nd Annual General Meeting by the shareholders on the resolutions proposed in the Notice of the 22nd 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 votes cast in favour or against if any, to the Chairman on





K.C. DHANUKA & CO

COMPANY SECRETARIES

419, CENTRE POINT
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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 at the meeting.

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

- i) The e-voting period will commence at 9.00 A.M. on Sunday 25th August, 2019 and will end at 5.00 P.M. on Tuesday 27th August, 2019.
- ii) The Members of the Company as on the "cut-off" date (record date for the purpose of e-voting, i.e. 21st August, 2019) were entitled to vote on the resolutions (item no. 1 to 4 as set out in the Notice of 22nd 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 22nd AGM, the Chairman declared that for voting by ballot paper, a duly locked ballot box kept for polling.
- v) The locked ballot boxes were subsequently opened in my presence along with two witnesses, Mr. Natani Mandal 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 22nd AGM through ballot papers, the votes cast through remote e-voting were unblocked on 28th August, 2019 at 11:24 A.M. in the presence of two witnesses, Mr. Natani Mandal 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 22nd AGM, the consolidated report on the voting on each resolution, pursuant to Rule 20(4)(xii) of the Companies Amendment Rules, 2015, is as under:





A. ORDINARY BUSINESS

1. As an Ordinary Resolution

Adoption of the Standalone and Consolidated audited Financial Statements of the Company for the financial year 2018-19 and the Reports of the 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>
E-voting	27	45,82,072	100.00%
Voting through Physical Voting Form	3	24	0.00%*
Total	30	45,82,096	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>
E-voting	0	0	0.00%
Voting through Physical Voting Form	1	2	0.00%*
Total	1	2	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>
E-voting	0	0
Voting through Physical Voting Form	4	9
Total	4	9

* - Rounded Off

2. As an Ordinary Resolution

Declaration of dividend of Rs. 1.50 per Equity share for the financial year ended 31st March, 2019.

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	27	45,82,072	100.00%
Voting through Physical Voting Form	4	26	0.00%*
Total	31	45,82,098	100.00%





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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
E-voting	0	0	0.00%
Voting through Physical Voting Form	0	0	0.00%
Total	0	0	0.00%

iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	0	0
Voting through Physical Voting Form	4	9
Total	4	9

* - Rounded Off

3. As an Ordinary Resolution

Appointment of Mr. Brijesh Kumar Biyani (DIN: 00279328) as a Director 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
E-voting	24	45,81,962	100.00%
Voting through Physical Voting Form	3	24	0.00%*
Total	27	45,81,986	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
E-voting	3	110	0.00%*
Voting through Physical Voting Form	1	2	0.00%*
Total	4	112	0.00%*

iii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	0	0
Voting through Physical Voting Form	4	9
Total	4	9

* - Rounded Off





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4. As a Special Resolution

Re-appointment of Mr. Amit Gupta (DIN: 00171973) as a Non-Executive Independent Director.

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
E-voting	23	45,81,960	100.00%
Voting through Physical Voting Form	3	24	0.00%*
Total	26	45,81,984	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
E-voting	4	112	0.00%*
Voting through Physical Voting Form	1	2	0.00%*
Total	5	114	0.00%*

ii. Invalid votes:

Mode of Voting	No. of Folios casting Votes	Total No. of Votes cast (Shares)
E-voting	0	0
Voting through Physical Voting Form	4	9
Total	4	9

* - Rounded Off

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

Dated: 29/08/2019

K. C. DHANUKA & CO.
Company Secretaries
K. C. DHANUKA
29/08/2019
K. C. DHANUKA
Proprietor
FCS-2204, CP-1247

Yours faithfully,
K. C. DHANUKA & CO.
Company Secretaries
K. C. DHANUKA
29/08/2019
K. C. DHANUKA
Proprietor
FCS-2204, CP-1247

DHUNSERI INVESTMENTS LTD - AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	August 28,2019
Total Number of Shareholders on record date	12787
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	9
Public	51
Total	60
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 Ordinary			Adoption of the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year 2018-19 and the Reports of the Board of 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	12073	0.79200	12073	0	100.00000	
	Poll		26	0.00170	24	2	92.30770	7.69230
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		12099	0.79380	12097	2	99.98350	0.01650
Total		6097178	4582098	75.15113	4582096	2	99.99996	0.00004



2 Ordinary			Declaration of Dividend of ` 1.50 per Equity Share for the Financial Year ended 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	12073	0.79200	12073	0	100.00000	
	Poll		26	0.00170	26	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		12099	0.79380	12099	0	100.00000	
Total		6097178	4582098	75.15113	4582098	0	100.00000	0.00000

3 Ordinary			Appointment of Mr. Brijesh Kumar Biyani (DIN: 00279328) 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	12073	0.79200	11963	110	99.08890	0.91110
	Poll		26	0.00170	24	2	92.30770	7.69230
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		12099	0.79380	11987	112	99.07430	0.92570
Total		6097178	4582098	75.15113	4581986	112	99.99756	0.00244

4 Special			Re-Appointment of Mr. Amit Gupta (DIN: 00171973) as a Non-Executive Independent Director.					
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	12073	0.79200	11961	112	99.07230	0.92770
	Poll		26	0.00170	24	2	92.30770	7.69230
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		12099	0.79380	11985	114	99.05780	0.94220
Total		6097178	4582098	75.15113	4581984	114	99.99751	0.00249

