



# NAGA DHUNSERI GROUP LIMITED

CIN No. L01132WB1918PLC003029

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

PHONE: 2280 1950(5 Lines) Fax: 91 33 2287 8995

Ref. No. NDGL/8/2024

08.10.2024

**To,**  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot No: C/I, G Block,  
Bandra - Kurla Complex, Bandra (E)  
Mumbai - 400 051

**Symbol: NDGL**

**Sub: Submission of Postal Ballot Notice**

Dear Sir / Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of Postal Ballot Notice (including instructions for e-voting) seeking approval of Members through e-voting only (Voting through Electronic means) for appointment of Mr. Rajendra Kumar Gupta (DIN: 00012336) as Non-Executive Independent Director of the Company.

The details of the calendar of events for the Postal Ballot are as follows:

<b>Sr. No.</b>	<b>Event</b>	<b>Date</b>
1.	Cut Off Date	4 <sup>th</sup> October, 2024
2.	Date of Completion of Dispatch	8 <sup>th</sup> October, 2024
3.	Remote e-Voting Start Date	Wednesday, 9 <sup>th</sup> October, 2024
4.	Remote e-Voting Start Time	9:00 A.M. (IST)
5.	Remote e-Voting End Date	Thursday, 7 <sup>th</sup> November, 2024
6.	Remote e-Voting End Time	5:00 P.M. (IST)
7.	Announcement of Results of Postal Ballot	Within two working days from the closure of e-voting.

The said Notice is also available on the website of the Company at [www.nagadhunserigroup.com](http://www.nagadhunserigroup.com). This is for your information and record.

Thanking You.

**For Naga Dhunseri Group Limited**

**Nidhi Khaitan**  
**Company Secretary & Compliance Officer**

Encl: As above

**Email: mail@nagadhunserigroup.com Website: www.nagadhunserigroup.com**

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**NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration Rules, 2014)]*

To  
All Members,  
**Naga Dhunseri Group Ltd.**

**NOTICE** is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”) for holding general meetings / conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 03/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 09/2023 dated 25<sup>th</sup> September 2023, 09/2024 dated 19<sup>th</sup> September, 2024 (the “Relevant Circulars”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, to transact the below mentioned proposed special businesses by the members of the **Naga Dhunseri Group Ltd.** (“Company”) by passing resolutions through postal ballot (“Postal Ballot”) only through remote e-voting.

In compliance with the MCA Circulars and pursuant to other applicable laws and Regulations, this Postal Ballot Notice (“Notice”) is being sent only in electronic form to those Members whose e-mail addresses are registered with Naga Dhunseri Group Ltd. (“Company”)/Depositories/RTA to enable them to cast their votes electronically. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company in its meeting held on Tuesday, 1<sup>st</sup> October, 2024 has appointed Mr. Kailash Chandra Dhanuka (FCS-2204) of K. C. Dhanuka & Co., Practicing Company Secretaries to as Scrutinizer for conducting the Postal Ballot process in fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by NSDL. The results of the Postal Ballot/E-voting shall be announced by the Chairman of the Company or in his absence, any person authorized by him, within 2 (two) working days from the last date of e-voting. The said results along with the Scrutinizer’s Report would be intimated to National Stock Exchange of India Ltd., where the equity shares of the Company are listed. Additionally, the

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results will also be uploaded on the Company's website [www.nagadhunserigroup.com](http://www.nagadhunserigroup.com) and on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

The remote e-voting period will commence on **Wednesday, 9<sup>th</sup> October, 2024 at 9.00 A.M. (IST) and will end on Thursday, 7<sup>th</sup> November, 2024 at 5.00 P.M. (IST)**. The last date of the e-voting shall be the date on which the Resolutions shall be deemed to have been passed, if approved by the requisite majority.

**SPECIAL BUSINESS:**

**APPOINTMENT OF MR. RAJENDRA KUMAR GUPTA (DIN: 00012336) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Appointment of Mr. Rajendra Kumar Gupta (DIN: 00012336) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, read with Schedule IV to the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajendra Kumar Gupta (DIN: 00012336) who has attained the age of 75 years, appointed as an Additional Director in category of Non-Executive Independent Director of the Company by the Board of Directors w.e.f. 1<sup>st</sup> October, 2024 in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years commencing from 1<sup>st</sup> October, 2024 as recommended by the Nomination and Remuneration Committee and approved by the Board at their respective meeting(s) held on 1<sup>st</sup> October, 2024, not liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors or a Committee thereof be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution on behalf of the Company.”

By Order of the Board  
For **Naga Dhunseri Group Limited**

Sd/-

Nidhi Khaitan

Company Secretary & Compliance Officer

Place: Kolkata

Date: 1<sup>st</sup> October, 2024

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**NOTES:**

- i. An Explanatory Statement, pursuant to the provisions of Section 102 and 110 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
- ii. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on **Friday, 4<sup>th</sup> October, 2024 (i.e. Cut-off date)**, and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice.
- iii. The Postal Ballot Notice has been uploaded on the websites of the Company [www.nagadhunserigroup.com](http://www.nagadhunserigroup.com) and on the website of the Stock Exchange where equity shares of the Company are listed viz. [www.nseindia.com](http://www.nseindia.com). The Notice shall also be available on the e-Voting website of NSDL viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- iv. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') as amended from time to time, Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed National Securities Depository Limited (hereinafter referred to as "NSDL") for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").
- v. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on **Friday, 4<sup>th</sup> October, 2024 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes through remote e- voting. A person who is not a Member as on the cut-off date should accordingly treat this Notice as for information purposes only.
- vi. The remote e-voting period will commence from **Wednesday, 9<sup>th</sup> October, 2024 at 9.00 A.M. (IST)** and ends on **Thursday, 7<sup>th</sup> November, 2024 at 5.00 P.M. (IST)**. During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the Cut-off date, i.e. 4<sup>th</sup> October, 2024, may cast their vote by remote e-voting. Once the vote on a resolution is cast by a Member, it shall not be allowed to be changed subsequently.

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- vii. The Special Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. **7<sup>th</sup> November, 2024**.
- viii. Members who have not registered their email address with the Company can register the same through online portal <https://www.mdpl.in/>. Members holding shares in Demat mode should update their email address directly with their respective Depository Participants.
- ix. After dispatch of the postal ballot notice through email, advertisement shall be published in One English daily newspaper and in One Bengali Newspaper, each having wide circulation in the district where the registered office of the Company is situated and will also be uploaded on the Company's website at [www.nagadhunserigroup.com](http://www.nagadhunserigroup.com)
- x. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any: • The Company Secretary, Dhunseri House, 4A, Woodburn Park, Kolkata – 700020, Email – [www.nagadhunserigroup.com](http://www.nagadhunserigroup.com). In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 180022 44 30 or send a request Ms. Pallavi Mhatre, Senior Manager - NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **PROCEDURE FOR E-VOTING:**

<b>Commencement of e-voting</b>	Wednesday, 9 <sup>th</sup> October, 2024 at 9.00 A.M. (IST)
<b>End of e-voting</b>	Thursday, 7 <sup>th</sup> November, 2024 at 5.00 P.M. (IST)

The instructions for members for voting electronically are as under:

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>
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	<p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <p>      </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in</li></ol>

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	progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk <a href="mailto:helpdesk.evoting@cdslindia.com">by sending a request at helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



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### **B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you

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retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

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5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kcdco2709@gmail.com](mailto:kcdco2709@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [www.nagadhunserigroup.com](http://www.nagadhunserigroup.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of

**NAGA DHUNSERI GROUP LIMITED**

CIN: L01132WB1918PLC003029

Regd. Office: Dhunseri House, 4A, Woodburn Park, Kolkata-

700020 Phone: 2280-1950(5 Lines); Fax: 91-33-2287 8350 / 9274

Website: [www.nagadhunserigroup.com](http://www.nagadhunserigroup.com); E-mail: [mail@nagadhunserigroup.com](mailto:mail@nagadhunserigroup.com)

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Aadhar Card) to [www.nagadhunserigroup.com](http://www.nagadhunserigroup.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

The Board of Directors at its meeting held on 1<sup>st</sup> October, 2024, on the recommendation of the Nomination and Remuneration Committee had appointed Mr. Rajendra Kumar Gupta (DIN: 00012336) as an Additional Director (in the category of Non-Executive Independent Director) of the Company w.e.f. 1<sup>st</sup> October, 2024.

Pursuant to Regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company needs to obtain approval from Shareholders for appointment of Mr. Rajendra Kumar Gupta as an Independent Director of the Company as he has attained the age of 75 years. Further, pursuant to the provisions of Sections 149, 152 and other applicable provisions and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is proposed to appoint Mr. Rajendra Kumar Gupta as an Independent Director for a term of five consecutive years commencing from the date of his initial appointment i.e. 1<sup>st</sup> October, 2024.

Mr. Rajendra Kumar Gupta has more than 35 Years of experience in Share market & Money market instruments. He is a regular investor in Shares & Debt markets. His vast experience in Trade commerce & Investment will be beneficial to Company.

The Company has received from Mr. Rajendra Kumar Gupta, a Declaration under Section 149(7) of the Companies Act, 2013, and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and clause (b) of sub-regulation (1) of Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also submitted Form DIR-8 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and consent to act as Director in Form DIR-2.

Brief profile of Mr. Rajendra Kumar Gupta, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se are provided in Annexure to this Notice. Copy of the draft letter for appointment of Mr. Rajendra Kumar Gupta as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company, in accordance with Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

The resolution seeks the approval of members for the appointment of Mr. Rajendra Kumar Gupta as an Independent Director of the Company for a period of five consecutive years w.e.f. the date of his initial appointment i.e. 1<sup>st</sup> October, 2024 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He shall not be liable to retire by rotation.

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In the opinion of the Board of Directors, Mr. Rajendra Kumar Gupta, fulfils the condition specified in the Companies Act, 2013 and the Rules made thereunder and he is Independent of the Management.

None of the Directors and Key Managerial Personnel or their relatives, except Mr. Rajendra Kumar Gupta to whom the respective resolution relates, is concerned or interested in the proposed resolution.

Accordingly, consent of the members is sought for passing the Special Resolution as set out in the accompanying Notice.

**ANNEXURE TO THE NOTICE**

**[Information pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 on General Meetings]**

Name of the Director	Mr. Rajendra Kumar Gupta
DIN	00012336
Date of Birth	04/05/1949
Age	75 years
Date of first appointment on the Board	01/10/2024
Relationship with Directors and Key Managerial Personnel	Not related to any Directors or Key Managerial Personnel.
Expertise in specific functional areas	Mr. Rajendra Kumar Gupta is a Graduate Mechanical Engineer from Birla Institute of Technology Mesra & has experience of more than 50 Years. Initial 5 years of experience was in the field of Paper mill, Plant & Machinery in India and Kenya & now holds more than 45 years of experience in the field of Manufacturing & Exporter of Tea Machinery. He is Chairman of AARKAY GROUP. Besides this he has more than 35 Years of experience in Share market & Money market instruments. He is a regular investor in Shares & Debt markets. His vast experience in Trade commerce & Investment will be beneficial to Company.
Qualifications	B.Sc. Engineering (Mechanical)
Directorship held in listed Companies as on 31 <sup>st</sup> March, 2024	Nil
Membership / Chairmanship of Committees of other Public Limited Companies as on 31 <sup>st</sup> March, 2024	Nil
Listed entities from which the person has resigned in the past three years	None

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Shareholding in the Company including shareholding as a beneficial owner	Nil
Number of Meetings of the Board attended during the year	Nil
Details of remuneration last drawn	Nil
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	Being appointed in compliance with the statutory requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015. Entitled to receive sitting fees for attending Board and Committee Meetings and commission to be paid by the Company.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The proposed Director has required qualifications, experience, and expertise in finance.
Justification for choosing the appointees for appointment as Independent Directors	The proposed Director is independent of the management and possesses appropriate skills, experience and knowledge.

By Order of the Board  
For **Naga Dhunseri Group Limited**

Sd/-

Nidhi Khaitan

Company Secretary & Compliance Officer

ACS 64055

Place: Kolkata

Date: 1<sup>st</sup> October, 2024