



# **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

10.12.2024

**To,**  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot No: C/1, 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 the following matters:

1. Material Related Party Transaction with Dhunseri Investments Limited (“DIL”) for purchase of 48,09,595 equity shares of Dhunseri Tea & Industries Limited by the Company from DIL.
2. Material Related Party Transaction with DIL for sale of 30,78,759 equity shares of Dhunseri Ventures Limited by the Company to DIL.

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	Friday, 6 <sup>th</sup> December, 2024
2.	Date of Completion of Dispatch	Tuesday, 10 <sup>th</sup> December, 2024
3.	Remote e-Voting Start Date	Thursday, 12 <sup>th</sup> December, 2024
4.	Remote e-Voting Start Time	9:00 A.M. (IST)
5.	Remote e-Voting End Date	Friday, 10 <sup>th</sup> January, 2025
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 Sections 108 and 110 of the Companies Act, 2013, read with Rules 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 Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 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 by General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, as clarified / extended from time to time, including by General Circular 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 and 09/2024 dated 19<sup>th</sup> September, 2024 (“**MCA Circulars**”), Regulation 44 of 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 Naga Dhunseri Group Limited (“**Company**”) by passing resolutions through postal ballot (“**Postal Ballot**”) only by means of remote e-voting. Communication of assent or dissent of the Members would take place only through the remote e-voting system.

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 the 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. However, the Postal Ballot Notice is available on Company’s website ([www.nagadhunserigroup.com](http://www.nagadhunserigroup.com)), Stock Exchange’s website ([www.nseindia.com](http://www.nseindia.com)) and on the website of National Securities Depository Limited (“**NSDL**”) ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)). Further, any Member who does not receive Postal Ballot Notice may obtain the same by sending an email to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) under copy to [mail@nagadhunserigroup.com](mailto:mail@nagadhunserigroup.com). The instructions for Remote e-voting are appended to this Notice.

The Board of Directors of the Company in its meeting held on Thursday, 14<sup>th</sup> November, 2024 has appointed Mr. Kailash Chandra Dhanuka (FCS-2204) of K. C. Dhanuka & Co., Practicing



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Company Secretaries 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. (NSE) where the equity shares of the Company are listed. Additionally, the 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 Thursday, 12<sup>th</sup> December, 2024 at 9.00 A.M. (IST) and will end on Friday, 10<sup>th</sup> January, 2025 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. If a resolution is assented to by the requisite majority through Postal Ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

SPECIAL BUSINESS:

ITEM NO. 1:

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION WITH DHUNSERI INVESTMENTS LIMITED FOR PURCHASE OF EQUITY SHARES OF DHUNSERI TEA & INDUSTRIES LIMITED:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to the approval given by the Audit Committee and Board of Directors at their respective meetings held on 14<sup>th</sup> November 2024, provisions of Sections 56, 179, 188 and other applicable Sections if any, of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules and regulations made under the Act, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Regulation 10(1)(a) and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SAST Regulations”), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the



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Memorandum of Association and Articles of Association of the Company and the Company's policy on related party transactions, approval of the Members of the Company be and is hereby accorded to enter into the material related party transaction (including any modifications, alterations or amendments thereto) with Dhunseri Investments Limited ("DIL"), a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, to purchase and acquire from DIL, 48,09,595 (forty eight lakh nine thousand five hundred ninety five) equity shares of INR 10/- each of Dhunseri Tea & Industries Limited ("DTIL"), constituting approximately 45.77% of the total issued and paid up equity share capital of DTIL, as on date, at a mutually agreed price to be determined in accordance with Regulation 10(1)(a) of the SAST Regulations pursuant to a share purchase agreement effective from 14<sup>th</sup> November, 2024 executed between the Company and DIL ("Share Purchase Agreement") and on such terms as contained under the Share Purchase Agreement provided that the said transaction shall be carried out at arm's length basis.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to negotiate, finalize, sign, seal, execute and deliver any other agreements, intimations, letters, clarifications and documents, as required, to settle any questions, difficulties or doubts that may arise in regard to purchase/acquisition of the equity shares and to do all other acts, deeds and things as may be required to be done for performing and completing the transaction contemplated herein as they may in their absolute discretion deem fit."

ITEM NO. 2:

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION WITH DHUNSERI INVESTMENTS LIMITED FOR SALE OF EQUITY SHARES OF DHUNSERI VENTURES LIMITED:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to the approval given by the Audit Committee and Board of Directors at their respective meetings held on 14<sup>th</sup> November 2024, provisions of Sections 56, 179, 188 and other applicable Sections if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules and regulations made under the Act, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Regulation 10(1)(a) and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and



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Takeovers) Regulations, 2011 (“SAST Regulations”) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the Memorandum of Association and Articles of Association of the Company and the Company’s policy on related party transactions, approval of the Members of the Company be and is hereby accorded to enter into the material related party transaction (including any modifications, alterations or amendments thereto) with Dhunseri Investments Limited (“DIL”), a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, to transfer and sell to DIL, 30,78,759 (thirty lakh seventy eight thousand seven hundred fifty nine) equity shares of INR 10/- each of Dhunseri Ventures Limited (“DVL”) constituting approximately 8.79% of the total issued and paid up equity share capital of DVL, as on date, at a mutually agreed price to be determined in accordance with Regulation 10(1) (a) of the SAST Regulations pursuant to a share sale agreement effective from 14<sup>th</sup> November, 2024 executed between the Company and DIL (“Share Sale Agreement”), and on terms as contained under the Share Sale Agreement provided that the proposed transaction shall be carried out at arm’s length basis.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to negotiate, finalize, sign, seal, execute and deliver any other agreements, intimations, letters, clarifications and documents, as required, to settle any questions, difficulties or doubts that may arise in regard to sale/transfer of the equity shares and to do all other acts, deeds and things as may be required to be done for performing and completing the transaction contemplated herein as they may in their absolute discretion deem fit.”

By Order of the Board  
For Naga Dhunseri Group Limited  
Sd/-

Nidhi Khaitan  
Company Secretary & Compliance Officer

Place: Kolkata  
Date: 10<sup>th</sup> December, 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 setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice, including information as required to be disclosed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Regulation 23 of the Listing Regulations and Securities and Exchange Board of India (SEBI) Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 is 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, 6<sup>th</sup> December, 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. However, the Postal Ballot Notice has also been uploaded on the website 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). Further, any member who does not receive Postal Ballot Notice may obtain the same by sending an email to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) under copy to [mail@nagadhunserigroup.com](mailto:mail@nagadhunserigroup.com)
- iv. Relevant documents referred to in this notice, including the Share Purchase Agreement and the Share Sale Agreement between the Company and DIL, will be available electronically for inspection without any fees by the Members from the date of circulation of this notice upto the closure of remote e-voting. Members seeking to inspect such documents electronically can send an email to [www.nagadhunserigroup.com](http://www.nagadhunserigroup.com). The said documents will also be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till closure of remote e-voting i.e Friday, 10<sup>th</sup> January, 2025.
- v. 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").



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- vi. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 6<sup>th</sup> December, 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.
- vii. The remote e-voting period will commence from Thursday, 12<sup>th</sup> December, 2024 at 9.00 A.M. (IST) and will end on Friday, 10<sup>th</sup> January, 2025 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. Friday, 6<sup>th</sup> December, 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.
- viii. The Ordinary Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. 10<sup>th</sup> January, 2025.
- ix. 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.
- x. 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)
- xi. 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- [mail@nagadhunserigroup.com](mailto:mail@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).
- xii. PROCEDURE FOR E-VOTING:

Commencement of e-voting	Thursday, 12 <sup>th</sup> December, 2024 at 9.00 A.M. (IST)
End of e-voting	Friday, 10 <sup>th</sup> January, 2025 at 5.00 P.M. (IST)



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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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing IDeAS 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 “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>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 “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>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-</li></ol>









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	<p>Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ 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 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></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</li></ol>



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	<p>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.</p> <p>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.</p> <p>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 progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.



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

Login type	Helpdesk details
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 <u>by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a></u> or contact at toll free no. 1800 22 55 33

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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****.



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Website: www.nagadhunserigroup.com; E-mail: mail@nagadhunserigroup.com

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 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



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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.
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.



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### 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 submit request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updation of email address. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participants by email to [mail@nagadhunserigroup.com](mailto:mail@nagadhunserigroup.com) or [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). Members with physical holding need to provide Form ISR-1, ISR-2, ISR-3 or SH-13 and ISR-4 either to the Company Secretary at the Registered Office or to the Company's Registrar and Share Transfer Agent i.e., M/s. Maheshwari Datamatics Private Limited.
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



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Aadhar Card) to [mail@nagadhunserigroup.com](mailto:mail@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 SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013**

Pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”) read with the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings and all other applicable rules and regulations, the following Explanatory Statement sets out all material facts relating to the special businesses as mentioned under Items No. 1 to 2 of the accompanying Notice, including information as required to be disclosed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023.

Regulation 23(4) of the Listing Regulations mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee. As per the said Regulation transaction with a related party is considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a Financial Year, whether directly and/or through its subsidiary (ies), exceed(s) INR 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

As per the respective consolidated annual audited financial statements for the Financial Year 2023-24, the Company had a consolidated turnover of INR 2,907.44 lakhs and DIL had a consolidated turnover of INR 46,519.59 lakhs.

During the current Financial Year 2024-25, the Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the Listing Regulations, prior approval of the Members is being sought for all such transactions proposed to be undertaken by the Company.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 14<sup>th</sup> November, 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transactions shall be on arm’s length basis and in accordance with the Related Party Transactions Policy adopted by the Company.

Your Board of Directors considered the same at its meeting held on 14<sup>th</sup> November, 2024 and recommends passing of the resolutions contained in Item Nos. 1 and 2 of this Notice.





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All four companies, viz, Naga Dhunseri Group Limited (the Company), DIL, DTIL and DVL, have several common Directors, promoters and promoter group members. Respective lists of Directors, KMPs and promoter / promoter group members of the said companies and particulars of their shareholdings, including of their relatives are set out in **Annexure “A”** attached to this statement.

The Members may note that in terms of the provisions of the Listing Regulations and the Act, related parties of the Company within the meaning of the Listing Regulations and the Act [whether such related party(ies) is a party to the aforesaid transactions or not], shall not vote to approve the said resolutions.

It is in the above context that the Resolution Nos. 1 and 2 are proposed for the approval of the Members of the Company by way of ordinary resolutions.

**Item No. 1-** Further particulars of material related party transaction between Naga Dhunseri Group Limited and Dhunseri Investments Limited for purchase of equity shares of Dhunseri Tea & Industries Limited:

The Company is a registered Non-Banking Financial Company (“NBFC”) and presently holds 9,23,626 equity shares of INR 10/- each of Dhunseri Tea & Industries Limited (“DTIL”) representing approximately 8.79% of the total issued, subscribed and paid up equity share capital of DTIL. Dhunseri Investments Limited (“DIL”) is an Associate Company of the Company. The Company proposes to purchase 48,09,595 equity shares of INR 10/- each of Dhunseri Tea & Industries Limited (“DTIL”), representing approximately 45.77% of the total issued and paid up equity share capital of DTIL, from DIL at a price to be determined as per Regulation 10(1) (a) of Securities and Exchange Board Of India (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011 (“SAST Regulations”). Consequently, the Company will hold a 54.56% stake in DTIL and DTIL will become a subsidiary of the Company. Given that both the Company and DIL are related parties, the proposed purchase of shares will be a related party transaction under Section 188 of the Companies Act, 2013 and the same will be considered as material related party transaction as per Regulation 23 of the Listing Regulations. The transaction is expected to be completed before 31<sup>st</sup> March, 2025.

Pursuant to the provisions of Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(2) of the Listing Regulations, the Audit Committee and Board of Directors have approved the proposed material related party transaction at their respective meetings held on 14<sup>th</sup> November, 2024.

The equity shares of DTIL are frequently traded on BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”). The maximum trading is on NSE. The purchase of shares of DTIL will be an inter se transfer of shares between promoter / promoter group of DTIL which does not trigger an open offer obligation on part of the Company and is exempt from the same under Regulation 10(1)(a) of the SAST Regulations. As per the said Regulation,



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where the shares of the target company are frequently traded, the acquisition price per share cannot be higher by more than twenty-five per cent of the volume-weighted average market price for a period of sixty trading days preceding the date of issuance of notice for the proposed inter se transfer under Regulation 10(5) of the SAST Regulations. The total cost of acquisition was estimated to be INR126.73 crores considering a volume-weighted average market price of equity shares of DTIL of INR 263.43 per share during the trading period from 16<sup>th</sup> August, 2024 to 8<sup>th</sup> November, 2024, as disclosed earlier. However the said price and cost of acquisition of the shares of DTIL will be updated and determined after approval of the above resolution by the members and in accordance with Regulation 10(1) (a) of SAST Regulations.

DTIL was incorporated on 7<sup>th</sup> October, 1997 under the provisions of the Companies Act, 1956 and is engaged in manufacture and sale of tea for the last several decades. It has been expanding its business operations and it presently has twelve Tea Estates and Tea Factories in Assam. Its subsidiaries also have two Tea Estates in Malawi, East Africa where plantation of Tea and Macadamia are undertaken. The Authorised Share Capital of DTIL is INR11,00,00,000 divided into 1,10,00,000 equity shares of INR 10/- each of and Paid-up Share Capital of DTIL is INR 10,50,74,270 divided into 1,05,07,427 equity shares of INR 10/- each fully paid up. The annual standalone and consolidated turnover of DTIL in the last three Financial Year was as follows:-

<b>Financial Year</b>	<b>Standalone Turnover (INR Lakhs)</b>	<b>Consolidated Turnover (INR Lakhs)</b>
2021-22	21,051.50	34,900.76
2022-23	21,662.19	33,747.01
2023-24	29,701.79	39,542.15

The shares of DTIL are proposed to be purchased for consolidating and increasing focus of the Company on its interests in the tea business and as part of reorganisation of its major investment portfolio. Pursuant to the same, the shares held by the Company in DVL, a company having major interests in petrochemical business, are also proposed to be sold to DIL as per item 2 of the business set out in the notice, The said reorganisation will achieve entity rationalization and enable the said interests in the tea business and investment portfolio of the Company to be held more appropriately and facilitate better control monitoring and management of the same and operational efficiency. The said related party transactions are in the interest of the Company.

Additional information for approval of the proposed material related party transaction as prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Regulation 23 of Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 is provided in the table below:



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S. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	The transaction involves investment by the Company in Dhunseri Tea & Industries Limited by way of secondary acquisition of 48,09,595 equity shares, representing 45.77% of the total issued and paid up equity share capital of DTIL from DIL at a price to be determined as per Regulation 10(1) (a) of SAST Regulations, to be paid in cash.
2.	Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	Mr. Chandra Kumar Dhanuka, Mr. Mrigank Dhanuka, Mrs. Aruna Dhanuka and Mrs. Bharati Dhanuka are also Directors in Dhunseri Investments Limited and Mr. Chandra Kumar Dhanuka, Mr. Mrigank Dhanuka, Mrs. Aruna Dhanuka forms part of same promoter group.
3.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Dhunseri Investments Limited (DIL)  DIL is an Associate Company of the Company.
4.	Tenure of the proposed transaction (particular tenure shall be specified)	Not applicable.
5.	Value of the proposed transaction	The value of the proposed transaction shall be determined as per Regulation 10(1) (a) of the SAST Regulations.
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The value of the transaction is expected to be approximately 434% of the audited annual consolidated turnover of the Company for the Financial Year ended on 31 March 2024 subject to final purchase price of the shares of DTIL to be determined as per Regulation 10(1) (a) of the SAST Regulations.
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not applicable.



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S. No.	Particulars	Details
	<p>i. details of the source of funds in connection with the proposed transaction;</p> <p>ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments,</p> <ul style="list-style-type: none"><li>• nature of indebtedness;</li><li>• cost of funds; and</li><li>• tenure;</li></ul> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	
8.	Justification as to why the RPT is in the interest of the listed entity	For consolidating and increasing focus on its interests in the tea business and as part of reorganisation of its major investment portfolio, the Company proposes to acquire 48,09,595 equity shares of DTIL from DIL.
9.	A copy of the valuation or other external party report, if any such report has been relied upon	The value of the transaction shall be determined based on Regulation 10(1) (a) of SAST Regulations.
10	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	The value of the transaction is expected to be approximately 27.10% of the audited annual consolidated turnover of the counterparty for the Financial Year ended on 31 March 2024.
11.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The value of the transaction shall be determined based on Regulation 10(1) (a) of the SAST Regulations.



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S. No.	Particulars	Details
12.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes.
13.	Any advance paid/ received for contracts or arrangements, if any	Nil
14.	Any other information that may be relevant.	Not applicable.

The Share Purchase Agreement between the Company and DIL pursuant to which the transaction will be given effect to is available for inspection as mentioned in note (iv) of the notice.

Other than (i) the shareholding held by the promoter/ promoter group, Directors and KMPs of the Company and their relatives in the Company, DIL and DTIL as set out in Annexure A to this statement; (ii) common directorship position held by Mr. Chandra Kumar Dhanuka, Mrs. Bharti Dhanuka and Mr. Mrigank Dhanuka in the Company, DIL and DTIL; and (iii) common directorship position held by Mrs. Aruna Dhanuka in the Company and DIL, none of the promoter/ promoter group, Directors and KMPs of the Company and their relatives are in any way concerned or interested in the proposed resolution.

Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out in Item No. 1 of the accompanying Notice.

**Item No. 2-** Further particulars of material related party transaction between Naga Dhunseri Group Limited and Dhunseri Investments Limited for sale of equity shares of Dhunseri Ventures Limited:

The Company proposes to sell its entire shareholding, i.e., 30,78,759 equity shares of INR10/- each of Dhunseri Ventures Limited (“DVL”) to Dhunseri Investments Limited (“DIL”), (representing approximately 8.79% of the issued and paid up share capital of DVL), at a price to be determined as per Regulation 10(1) (a) of SAST Regulations. Given that both the Company and DIL are related parties, the proposed sale of shares will be categorized as related party transaction under Section 188 of the Companies Act, 2013 and the same will be considered as material related party transaction as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(2) of the Listing



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Regulations, the Audit Committee and Board of Directors have approved the proposed material related party transaction at their respective meeting held on 14<sup>th</sup> November, 2024.

The equity shares of DVL are frequently traded on BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”). The maximum trading is on NSE. The sale of shares of DVL will be an inter se transfer of shares between promoter/promoter group which does not trigger an open offer obligation on part of the Acquirer and is exempt from the same under Regulation 10(1) (a) of the SAST Regulations. As per the said Regulation, where the shares of the target company are frequently traded, the sale price per share cannot be higher by more than twenty-five per cent of the volume-weighted average market price for a period of sixty trading days preceding the date of issuance of notice for the proposed inter se transfer under Regulation 10(5) of the SAST Regulations. The total sale price was estimated to be INR142.15 crores, considering a volume-weighted average market price of equity shares of DVL of INR 461.70 per share during the trading period from 16<sup>th</sup> August, 2024 to 8<sup>th</sup> November, 2024, as disclosed earlier. However the said sale price of the shares of DVL will be updated and determined after approval of the above resolutions by the members and in accordance with Regulation 10(1) (a) of SAST Regulations.

DVL was incorporated on 11<sup>th</sup> May, 1916 under the provisions of the Indian Companies Act, 1913 and is engaged in the business of treasury operations in shares and securities of other bodies corporate and commodity trading, including trading in polyethylene terephthalate resin (“PET resin”). DVL holds, amongst others, substantial investments and 50% stake in IVL Dhunseri Petrochem Industries Private Limited and IVL Dhunseri Polyester Company S.A.E, two companies manufacturing PET resin and 100% stake in Dhunseri Polyfilms Private Limited, a wholly owned subsidiary of the Company, manufacturing Biaxially Oriented Polypropylene Film (‘BOPET film’). The Authorised Share Capital of DVL is INR 3,51,22,00,000 divided into 35,12,20,000 equity shares of INR 10/- each of and Paid-up Share Capital of DVL is INR 35,02,47,540 divided into 3,50,24,754 equity shares of INR10/- each fully paid up. The annual standalone and consolidated turnover of DVL in the last three Financial Year was as follows:-

<b>Financial Year</b>	<b>Standalone Turnover (INR Lakhs)</b>	<b>Consolidated Turnover (INR Lakhs)</b>
2021-22	18,319.71	26,391.56
2022-23	15,642.97	23,191.09
2023-24	34,954.47	40,348.36

The shares of DVL, a company having major interests in petrochemical business, are proposed to be sold as above as part of reorganisation of the major investment portfolio of the Company. Pursuant to the same, shares in DTIL are also proposed to be purchased, as per item 1 of the business set out in the notice, for consolidating and increasing focus of the Company on its interests in the tea business. The said reorganisation will achieve entity rationalization and enable the said interests in the tea business and investment portfolio of the Company to be held



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more appropriately and facilitate better control monitoring and management of the same and operational efficiency. The said related party transactions are in the interest of the Company.

Additional Information for approval of proposed material related party transaction as prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Regulation 23 of Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 is provided in the table below:

S. No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction	The transaction involves sale of the Company's entire shareholding, i.e., 30,78,759 equity shares of Dhunseri Ventures Limited ("DVL") to Dhunseri Investments Limited ("DIL"), (representing approximately 8.79% of the total issued and paid up equity share capital of DVL), at a price to be determined as per Regulation 10(1) (a) of the SAST Regulations to be paid in cash.
2.	Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship	Mr. Chandra Kumar Dhanuka, Mr. Mrigank Dhanuka, Mrs. Aruna Dhanuka and Mrs. Bharati Dhanuka are also Directors in Dhunseri Investments Limited and Mr. Chandra Kumar Dhanuka, Mr. Mrigank Dhanuka, Mrs. Aruna Dhanuka forms part of same promoter group.
3.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Dhunseri Investments Limited ("DIL")  DIL is an Associate Company of the Company.
4.	Tenure of the proposed transaction (particular tenure shall be specified)	Not applicable.
5.	Value of the proposed transaction	The value of the proposed transaction shall be determined as per Regulation 10(1) (a) of the SAST Regulations.
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a	The value of this transaction of sale of shares of DVL is expected to be approximately 489% of the audited annual consolidated turnover of the Company for the Financial Year ended on 31 March 2024 subject to determination of final sale price as per Regulation 10(1) (a) of SAST Regulations.



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Website: www.nagadhunserigroup.com; E-mail: mail@nagadhunserigroup.com

S. No.	Particulars	Details
	subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	
7.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i. details of the source of funds in connection with the proposed transaction;</p> <p>ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments,</p> <ul style="list-style-type: none"><li>• nature of indebtedness;</li><li>• cost of funds; and</li><li>• tenure;</li></ul> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	Not applicable.
8.	Justification as to why the RPT is in the interest of the listed entity	With this proposed sale of equity shares, the Company aims at consolidating and increasing focus on the interests of the Company in the tea





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S. No.	Particulars	Details
		business and appropriately reorganising the major investment portfolio of the Company.
9.	A copy of the valuation or other external party report, if any such report has been relied upon	The value of the transaction shall be determined based on Regulation 10(1) (a) of the SAST Regulations.
10.	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	The value of the transaction is expected to be approximately 30.53% of the audited annual consolidated turnover of the counterparty for the Financial Year ended on 31 March 2024.
11.	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The value of the transaction shall be determined based on Regulation 10(1) (a) of the SAST Regulations.
12.	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes.
13.	Any advance paid/ received for contracts or arrangements, if any	Nil
14.	Any other information that may be relevant.	Not applicable.

The Share Sale Agreement between the Company and DIL pursuant to which the transaction will be given effect to is available for inspection as mentioned in note (iv) of the notice.

Other than (i) the shareholding held by the promoter/ promoter group, Directors and KMPs of the Company and their relatives in the Company, DIL and DVL as set out in Annexure A to this statement; (ii) common directorship position held by Mr. Chandra Kumar Dhanuka, Mrs. Aruna Dhanuka and Mr. Mrigank Dhanuka in the Company, DIL and DVL; and (iii) common directorship position held by Mrs. Bharti Dhanuka in the Company and DIL, none of the promoter/ promoter group, Directors and KMPs of the Company and their relatives are in any way concerned or interested in the proposed resolution.



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Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out in Item No. 2 of the accompanying Notice.

By Order of the Board  
For Naga Dhunseri Group Limited  
Sd/-

Nidhi Khaitan

Company Secretary & Compliance Officer

Place: Kolkata

Date: 10<sup>th</sup> December, 2024



**NAGA DHUNSERI GROUP LIMITED**

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**Annexure A**

**Table A1**

Naga Dhunseri Group Limited (“NDGL”) - Shareholding Pattern of Promoter/ Promoter Group

<b>Category &amp; Name of the Shareholders</b>	<b>Type i.e. promoter or promoter group entity (except promoter)</b>	<b>No. of fully paid up equity shares held</b>	<b>Shareholding as % of total paid up Share Capital</b>
<b>Indian</b>			
Individuals/Hindu undivided Family		3,96,848	39.6848
Chandra Kumar Dhanuka As Partner of Sew Bhagwan & Sons	Promoter Group	1,61,130	16.1130
Aruna Dhanuka	Promoter	78,700	7.8700
Chandra Kumar Dhanuka	Promoter	48,400	4.8400
Chandra Kumar Dhanuka As Trustee of Shree Shaligram Trust	Promoter Group	43,206	4.3206
Chandra Kumar Dhanuka As Trustee of Krishna Kalindi Trust	Promoter Group	30,300	3.0300
Chandra Kumar Dhanuka As Trustee of Ram Janaki Trust	Promoter Group	30,300	3.0300
Chandra Kumar Dhanuka Karta of Shankarlal Chandra Kumar (HUF)	Promoter Group	3,200	0.3200
Tarulika Khaitan	Promoter Group	1,612	0.1612
Central Government/State Government(s)			
Financial Institutions/Banks			
Any Other (specify)			



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Category & Name of the Shareholders	Type i.e. promoter or promoter group entity (except promoter)	No. of fully paid up equity shares held	Shareholding as % of total paid up Share Capital
Bodies Corporate		3,37,692	33.7692
Mint Investments Limited	Promoter Group	3,32,210	33.2210
Madhuting Tea Private Limited	Promoter Group	5,482	0.5482
Sub Total (A)(1)		7,34,540	73.4540
<b>Foreign</b>			
Individuals (Non-Resident Individuals/Foreign Individuals)		1,286	0.1286
Mrigank Dhanuka	Promoter	1,286	0.1286
Government			
Institutions			
Foreign Portfolio Investor			
Any Other (specify)			
Sub Total (A)(2)		1,286	0.1286
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		7,35,826	73.5826

**Table A2**

Naga Dhunseri Group Limited (“NDGL”) - Directors and KMPs

Name and category	No of fully paid up Equity Shares held
Mr. Chandra Kumar Dhanuka-Chairman	As per Table A1 above
Mrs. Aruna Dhanuka-Director	As per Table A1 above



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Mrs. Bharati Dhanuka-Director	Nil
Mr. Mrigank Dhanuka-Director	As per Table A1 above
Mrs. Rusha Mitra-Independent Director (ID)	Nil
Mr. Anil Bhutoria-ID	Nil
Mr. Bhanwar Lal Chandak-ID	Nil
Mr. Rajendra Kumar Gupta-ID	Nil
Mr. Hari Prasad Bhuwania-Chief Executive Officer	5
Mr. Ayush Beriwal- Chief Financial Officer	Nil
Ms. Nidhi Khaitan-Company Secretary	Nil

**Note:** Mr. Chandra Kumar Dhanuka, Mrs. Aruna Dhanuka, Mrs. Tarulika Khaitan, Mr. Mrigank Dhanuka and Mrs. Bharati Dhanuka referred to in the tables A1 and A2 above are relatives of each other. They hold shares as indicated in the said tables.

**Table B1**

**Dhunseri Investments Limited (“DIL”) - Shareholding Pattern of Promoter/ Promoter Group**

Category & Name of the Shareholders	Type i.e. promoter or promoter group entity (except promoter)	No. of fully paid up equity shares held	Shareholding as % of total paid up Share Capital
<b>Indian</b>			
Individuals/Hindu undivided Family		3,86,114	6.3327
Chandra Kumar Dhanuka Karta Of Shankarlal Chandra Kumar (HUF)	Promoter Group	2,00,125	3.2823
Aruna Dhanuka	Promoter	46,262	0.7587
Chandra Kumar Dhanuka C/O Aman Dhanuka Trust	Promoter Group	35,000	0.5740
Chandra Kumar Dhanuka C/O Ayaan Dhanuka Trust	Promoter Group	35,000	0.5740
Chandra Kumar Dhanuka	Promoter	27,762	0.4553
Chandra Kumar Dhanuka C/O Shree Shaligram Trust	Promoter Group	23,500	0.3854
Tarulika Khaitan	Promoter Group	6,000	0.0984
Pavitra Khaitan	Promoter Group	5,000	0.0820



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Category & Name of the Shareholders	Type i.e. promoter or promoter group entity (except promoter)	No. of fully paid up equity shares held	Shareholding as % of total paid up Share Capital
Mitali Khaitan (Minor) Represented by Mr. Haigreve Khaitan Father & Natural Guardian	Promoter Group	5,000	0.0820
Chandra Kumar Dhanuka C/O Sew Bhagwan & Sons	Promoter Group	2,465	0.0404
Central Government/State Government(s)			
Financial Institutions/Banks			
Any Other (specify)			
Bodies Corporate		41,15,680	67.5014
Mint Investments Limited	Promoter Group	27,53,704	45.1636
Naga Dhunseri Group Limited	Promoter Group	13,16,476	21.5916
Madhuting Tea Private Limited	Promoter Group	45,500	0.7462
Sub Total(A)(1)		45,01,794	73.8341
<b>Foreign</b>			
Individuals (Non-Resident Individuals/Foreign Individuals)		68,205	1.1186
Mrigank Dhanuka	Promoter	68,205	1.1186
Government			
Institutions			



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Category & Name of the Shareholders	Type i.e. promoter or promoter group entity (except promoter)	No. of fully paid up equity shares held	Shareholding as % of total paid up Share Capital
Foreign Portfolio Investor			
Any Other (specify)			
Sub Total (A)(2)		68,205	1.1186
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		45,69,999	74.9527

**Table B2**

Dhunseri Investments Limited (“DIL”) - Directors and KMPs

Name and category	No of fully paid up Equity Shares held
Mr. Chandra Kumar Dhanuka- Chairman	As per Table B1 above
Mrs. Aruna Dhanuka- Managing Director & CEO	As per Table B1 above
Mrs. Bharati Dhanuka- Director	Nil
Mr. Mrigank Dhanuka- Director	As per Table B1 above
Mr. Purushottam Jagannath Bhide- ID	Nil
Mr. Ramesh Kumar Chandak- ID	Nil
Mr. Raj Vardhan Kejriwal- ID	Nil
Mr. Rajeev Rungta- ID	Nil
Mr. Bhagwati Agarwal - Chief Financial Officer	Nil
Ms. Nikita Gupta- Company Secretary	Nil

**Note:** Mr. Chandra Kumar Dhanuka, Mrs. Aruna Dhanuka, Mrs. Tarulika Khaitan, Mr. Mrigank Dhanuka, Mrs. Bharati Dhanuka, Ms. Pavitra Khaitan and Ms. Mitali Khaitan referred to in the tables B1 and B2 above are relatives of each other. They hold shares as indicated in the said tables.



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**Table C1**

Dhunseri Tea & Industries Limited (“DTIL”) - Shareholding Pattern of Promoter/ Promoter Group

<b>Category &amp; Name of the Shareholders</b>	<b>Type i.e. promoter or promoter group entity (except promoter)</b>	<b>No. of fully paid up equity shares held</b>	<b>Shareholding as % of total paid up Share Capital</b>
<b>Indian</b>			
Individuals/Hindu undivided Family		2,37,438	2.2597
Chandra Kumar Dhanuka Karta Of Shankarlal Chandra Kumar (HUF)	Promoter Group	1,20,000	1.1420
Chandra Kumar Dhanuka, Trustee, Aman Dhanuka Trust	Promoter Group	27,000	0.2570
Chandra Kumar Dhanuka, Trustee, Ayaan Dhanuka Trust	Promoter Group	27,000	0.2570
Aruna Dhanuka	Promoter	24,753	0.2356
Chandra Kumar Dhanuka, Trustee, Shree Shaligram Trust	Promoter Group	14,100	0.1342
Chandra Kumar Dhanuka	Promoter	13,656	0.1300
Tarulika Khaitan	Promoter Group	3600	0.0343
Pavitra Khaitan	Promoter Group	3,000	0.0286
Mitali Khaitan (Minor) Represented by Mr. Haigreve Khaitan Father & Natural Guardian	Promoter Group	3,000	0.0286
Chandra Kumar Dhanuka, Partner, Sew Bhagwan & Sons	Promoter Group	1,329	0.0126
Central Government/State Government(s)			
Financial Institutions/Banks			
Any Other (specify)			





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<b>Category &amp; Name of the Shareholders</b>	<b>Type i.e. promoter or promoter group entity (except promoter)</b>	<b>No. of fully paid up equity shares held</b>	<b>Shareholding as % of total paid up Share Capital</b>
Bodies Corporate		69,67,076	66.3062
Dhunseri Investments Limited	Promoter Group	48,09,595	45.7733
Naga Dhunseri Group Limited	Promoter Group	9,23,626	8.7902
Dhunseri Ventures Limited	Promoter Group	6,75,481	6.4286
Mint Investments Limited	Promoter Group	4,44,637	4.2316
Triplex Investments Limited	Promoter Group	86,437	0.8226
Madhuting Tea Private Limited	Promoter Group	27,300	0.2598
Sub Total(A)(1)		72,04,514	68.5659
<b>Foreign</b>			
Individuals (Non-Resident Individuals/Foreign Individuals)		34,775	0.3310
Mrigank Dhanuka	Promoter	34,775	0.3310
Government			
Institutions			
Foreign Portfolio Investor			
Any Other (specify)			
Sub Total (A)(2)		34,775	0.3310
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		72,39,289	68.8969



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**Table C2**

Dhunseri Tea & Industries Limited (“DTIL”) - Directors and KMPs

Name and category	No of fully paid up Equity Shares held
Mr. Chandra Kumar Dhanuka- Chairman	As per Table C1 above
Mrs. Bharati Dhanuka- Vice Chairman	Nil
Mr. Mrigank Dhanuka- Director	As per Table C1 above
Mr. Rajiv Kumar Sharma-Director	150
Mr. Vivek Goenka-ID	Nil
Prof. Ashoke Kumar Dutta-ID	Nil
Mrs. Aaradhana Jhunjhunwala-ID	Nil
Mr. Siddhartha Ramuria-ID	Nil
Mr. Prakash Chandra Dhandhanian- Chief Executive Officer	Nil
Mr. Pankaj Prabhat- Chief Financial Officer	Nil
Ms. R. Mahadevan- Company Secretary	9

**Note:** Mr. Chandra Kumar Dhanuka, Mrs. Aruna Dhanuka, Mrs. Tarulika Khaitan, Mr. Mrigank Dhanuka, Mrs. Bharati Dhanuka, Ms. Pavitra Khaitan and Ms. Mitali Khaitan referred to in the tables C1 and C2 above are relatives of each other. They hold shares as indicated in the said tables.

**Table D1**

Dhunseri Ventures Limited (“DVL”) - Shareholding Pattern of Promoter/ Promoter Group

Category & Name of the Shareholders	Type i.e. promoter or promoter group entity (except promoter)	No. of fully paid up equity shares held	Shareholding as % of total paid up Share Capital
<b>Indian</b>			
Individuals/Hindu undivided Family		8,47,312	2.4192
Chandra Kumar Dhanuka Karta of Shankarlal Chandra Kumar (HUF)	Promoter Group	4,07,323	1.1630
Chandra Kumar Dhanuka	Promoter	94,047	0.2685



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Chandra Kumar Dhanuka, Trustee, Aman Dhanuka Trust	Promoter Group	90,000	0.2570
Chandra Kumar Dhanuka, Trustee, Ayaan Dhanuka Trust	Promoter Group	90,000	0.2570
Aruna Dhanuka	Promoter	82,510	0.2356
Chandra Kumar Dhanuka, Trustee, Shree Shaligram Trust	Promoter Group	47,000	0.1342
Tarulika Khaitan	Promoter Group	12,000	0.0343
Pavitra Khaitan	Promoter Group	10,000	0.0286
Mitali Khaitan (Minor) represented by Mr. Haigreve Khaitan Father & Natural Guardian	Promoter Group	10,000	0.0286
Chandra Kumar Dhanuka, Partner, Sew Bhagwan & Sons	Promoter Group	4,432	0.0127
Central Government/State Government(s)			
Financial Institutions/Banks			
Any Other (specify)			
Bodies Corporate		2,53,04,767	72.2482
Dhunseri Investments Limited	Promoter Group	1,97,67,468	56.4386
Naga Dhunseri Group Limited	Promoter Group	30,78,759	8.7902
Mint Investments Limited	Promoter Group	20,79,414	5.9370
Triplex Investments Limited	Promoter Group	2,88,126	0.8226
Madhuting Tea Private Limited	Promoter Group	91,000	0.2598
Sub Total (A)(1)		2,61,52,079	74.6674



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<b>Foreign</b>			
Individuals (Non-Resident Individuals/Foreign Individuals)			
Mrigank Dhanuka	Promoter	1,15,921	0.3310
Government			
Institutions			
Foreign Portfolio Investor			
Any Other (specify)			
Sub Total (A)(2)		1,15,921	0.3310
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		2,62,68,000	74.9984

**Table D2**

Dhunseri Ventures Limited (“DVL”) - Directors and KMPs

<b>Name and category</b>	<b>No of fully paid up Equity Shares held</b>
Mr. Chandra Kumar Dhanuka-Executive Chairman	As per Table D1 above
Mrs. Aruna Dhanuka-Managing Director	As per Table D1 above
Mr. Mrigank Dhanuka-Vice Chairman	As per Table D1 above
Mr. Rajiv Kumar Sharma-Director	500
Mr. Ashoke Kumar Dutta-ID	Nil
Mr. Bharat Bajoria-ID	Nil
Mrs. Anuradha Kanoria-ID	Nil
Mr. Raj Vardhan Kejriwal-ID	Nil
Mr. Sameer Sah-ID	Nil
Mr. Bharat Jhaver-Director	Nil
Mr. Vikash Jain-CFO	Nil
Mrs. Simerpreet Gulati-CS	Nil



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**Note:** Mr. Chandra Kumar Dhanuka, Mrs. Aruna Dhanuka, Mrs. Tarulika Khaitan, Mr. Mrigank Dhanuka, Mrs. Bharati Dhanuka, Ms. Pavitra Khaitan and Ms. Mitali Khaitan referred to in the tables D1 and D2 above are relatives of each other. They hold shares as indicated in the said tables.

By Order of the Board  
For Naga Dhunseri Group Limited

Sd/-

Nidhi Khaitan

Company Secretary & Compliance Officer

Place: Kolkata

Date: 10<sup>th</sup> December, 2024