



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/8/2025

13.01.2025

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: Scrutinizer's Report on the Voting Results – Postal Ballot

Dear Sir/Madam,

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in furtherance to our intimation vide our letter dated 10th December, 2024 enclosing the Postal Ballot Notice, dated 10th December, 2024 (Postal Ballot Notice) sent to the shareholders of the Company, seeking their approval 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.

In this regard, please note that the results of the Postal Ballot have been announced on 10th January, 2025 at the Registered Office of the Company and as per the Scrutinizer's Report, the Resolution relating to the above mentioned business, as contained in the Postal Ballot Notice have been passed with the requisite majority on 10th January, 2025 (the last date for e-voting).

In this regard, we are enclosing herewith the copy of Scrutinizer's Report dated 10th January, 2025.

The Voting Results along with the Scrutinizer's Report are also being made available on the Company's website at www.nagadhunserigroup.com

We request you to kindly take the above information in your records.

Kindly acknowledge the receipt.

Thanking You

Yours Faithfully,
For Naga Dhunseri Group Limited

Nidhi Khaitan
Company Secretary & Compliance Officer

Encl: As above

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Board of Directors
Naga Dhunseri Group Limited
'Dhunseri House', 4A, Woodburn Park,
Kolkata-700020

Dear Sir,

I, Kailash Chandra Dhanuka, Practicing Company Secretary (FCS-2204/ CP-1247) and proprietor of M/s. K.C. Dhanuka & Co., Company Secretaries, Kolkata having been appointed, as the Scrutinizer by the Board of Directors of Naga Dhunseri Group Limited ("Company") in their meeting held on 14th November, 2024, for the purpose of scrutinizing the Postal Ballot, conducted through remote e-voting, in a fair and transparent manner in respect of the resolution stated in the Notice of the Postal Ballot dated 10th December, 2024 proposed to be passed through Electronic Voting (remote e-voting), hereby submit my report as under:

1. The notice dated 10th December, 2024, as confirmed by the Company was sent to the shareholders whose email addresses are registered with the Company/ Depositories in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 11/2022 dated 28th December 2022; Circular Number 09/2023 dated 25th September 2023 and Circular Number 09/2024 dated 19th September, 2024 (in continuation to the circulars issued earlier in this regard) (collectively referred to as "MCA circulars") and SEBI Circulars dated 12th May, 2020; 15th January 2021, 13th May 2022 and 5th January 2023 in respect of the below mentioned resolution passed at Postal Ballot of the Company through electronic mode.
2. In accordance with the Notice dated 10th December, 2024, electronically mailed to the registered e-mail addresses of the Shareholders (as on 06th December, 2024), in respect of the below mentioned resolution to be passed, the remote e-voting commenced from 09.00 A.M. IST on Thursday, the 12th December 2024 and ended at 05.00 P.M. IST on Friday, the 10th January, 2025. The remote e-voting facility was offered by National Securities Depository Limited (NSDL). At the end of the voting period, we downloaded the Members' demographic details, their voting rights and voting pattern from NSDL's e-voting platform (<https://www.evoting.nsdl.com>).
3. The Shareholders holding shares as on the "cut off date, i.e., 06th December, 2024 were entitled to vote on the proposed resolution as mentioned in the Notice of the Postal Ballot.
4. The e-voting results downloaded from the e-voting website of the NSDL (<https://www.evoting.nsdl.com>), showing equity shareholders who have voted "For" and "Against", are being handed over to the Chairman.



5. The results of the voting are as under:

SPECIAL BUSINESS**A. As an Ordinary Resolution:**

Approval for Material Related Party Transaction with Dhunseri Investments Limited for purchase of Equity Shares of Dhunseri Tea & Industries Ltd.

i. Voted **in favour** of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	36	51473	81.21%

ii. Voted **against** the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	8	11912	18.79%

iii. **Invalid** votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0

*- Rounded Off

SPECIAL BUSINESS**B. As an Ordinary Resolution:**

Approval for Material Related Party Transaction with Dhunseri Investments Limited for sale of Equity Shares of Dhunseri Ventures Ltd.

i. Voted **in favour** of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	36	51584	81.38%

ii. Voted **against** the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
E-voting	8	11801	18.62%

iii. **Invalid** votes:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>
E-voting	0	0

*- Rounded Off

Thanking you,

Place : Kolkata

Dated: 10th January, 2025

Countersign by Chairman:

Yours faithfully,
K.C. DHANUKA & CO
Company SecretariesK. C. DHANUKA 10/01/2025
Proprietor
FCS-2204, CP-1247
Peer Reviewer Certificate No. 2776/2022
UDIN: F002204F003649705

NAGA DHUNSERI GROUP LTD

POSTAL ballot Voting Summary

Format for Voting Result

Cut Off Date for Evoting	06-12-2024
Voting start date	12-12-2024
Voting end date	10-01-2025
Total Number of Shareholders on Record Date	2901
No. of Shareholders voted through e-voting through postal ballot process	
Promoter & Promoter Group	0
Public	44
Total	44

1								
APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION WITH DHUNSERI INVESTMENTS LIMITED FOR PURCHASE OF EQUITY SHARES OF DHUNSERI TEA AND INDUSTRIES LIMITED								
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?- yes								
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	735826	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		0	0.0000	0	0		
Public-Institutional Holders	Remote Evoting	306	0	0.0000	0	0		
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)							
	Total		0	0.0000	0	0		
Public-Non Institutional Holders	Remote Evoting	263868	63385	24.0215	51473	11912	81.2069	18.7931
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)							
	Total		63385	24.0215	51473	11912	81.2069	18.7931
Total		1000000	63385	6.3385	51473	11912	81.2069	18.7931

2								
APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION WITH DHUNSERI INVESTMENTS LIMITED FOR SALE OF EQUITY SHARES OF DHUNSERI VENTURES LIMITED								
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?- yes								
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	735826	0		0	0		
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)							
	Total		0	0.0000	0	0		
Public-Institutional Holders	Remote Evoting	306	0	0.0000	0	0		
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)							
	Total		0	0.0000	0	0		
Public-Non Institutional Holders	Remote Evoting	263868	63385	24.0215	51584	11801	81.3820	18.6180
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)							
	Total		63385	24.0215	51584	11801	81.3820	18.6180
Total		1000000	63385	6.3385	51584	11801	81.3820	18.6180

The Ordinary Resolution / Resolutions as set out in the Postal Ballot Notice dated 10th December, 2024 has been passed by the Members by requisite majority.