



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/7/2021/

17.09.2021

To,
National Stock Exchange of India Limited
(Symbol: NDGL)
Exchange Plaza,
Plot No: C/1, G Block,
Bandra - Kurla Complex, Bandra (E)
Mumbai - 400 051

Ref: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Disclosure of Voting Results for 103rd AGM

Dear Sir / Ma'am,

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the following in connection with the Voting Results relating to e-voting in respect to all the Resolutions contained in the Notice of the 103rd Annual General Meeting of the Company held on Friday, 17th September, 2021 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at 03:00 P.M.


Please find enclosed the following:


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

This is for your information and record.

Thanking you,

Yours faithfully,
For Naga Dhunseri Group Limited


Chitra Thakwani
Company Secretary & Compliance Officer



Encl: as above.

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 103rd Annual General Meeting of
Naga Dhunseri Group Limited
Dhunseri House
4A, Woodburn Park
Kolkata - 700 020**

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 103rd Annual General Meeting (“AGM”) of the members of “*Naga Dhunseri Group Limited*” (“Company”) held on Friday, the 17th day of September, 2021 at 03:00 P.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 02/2021 dated 13th January, 2021 read with earlier MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 29th day of June, 2021. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (“NSDL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



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I submit my report as under :

1. The remote e-voting period remained open from 09:00 A.M. IST on Tuesday, the 14th day of September, 2021 up to 5:00 P.M. IST on Thursday, the 16th day of September, 2021.
2. The shareholders holding shares as on the “cut off” date, i.e. the 10th day of September, 2021 were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Notice of the AGM dated the 29th day of June, 2021.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Friday, the 17th day of September, 2021 around 03:50 P.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711102 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed; the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVEN : 116975] are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1:

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year 2020-21 and the Reports of the Board of Directors and Auditors thereon

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	34	741698	
E-voting at AGM	0	0	
Total	34	741698	99.9991%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	6	7	
E-voting at AGM	0	0	
Total	6	7	0.0009%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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b) Resolution 2 :

To declare Dividend on the Equity Shares of the Company @ of Rs. 2.50 per Equity Share for the Financial Year ended 31st March, 2021

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	34	741698	
E-voting at AGM	0	0	
Total	34	741698	99.9991%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	6	7	
E-voting at AGM	0	0	
Total	6	7	0.0009%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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c) Resolution 3 :

To appoint a Director in place of Mr. Chandra Kumar Dhanuka (DIN: 00005684), who retires by rotation and being eligible offers himself for re-appointment

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	34	741698	
E-voting at AGM	0	0	
Total	34	741698	99.9991%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	6	7	
E-voting at AGM	0	0	
Total	6	7	0.0009%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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 SPECIAL BUSINESS:

d) Resolution 4 : Ordinary Resolution

Appointment of Mrs. Bharati Dhanuka (DIN: 02397650) as a Non-Executive Non-Independent Director

(i) *Voted in favour of the Resolution:*

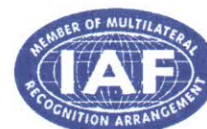
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	34	741698	
E-voting at AGM	0	0	
Total	34	741698	99.9991%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	6	7	
E-voting at AGM	0	0	
Total	6	7	0.0009%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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e) Resolution 5 : Ordinary Resolution

Appointment of Mrs. Rusha Mitra (DIN: 08402204) as a Non-Executive Independent Director

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	34	741698	
E-voting at AGM	0	0	
Total	34	741698	99.9991%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	6	7	
E-voting at AGM	0	0	
Total	6	7	0.0009%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**f) Resolution 6 : Special Resolution*****Adoption of the new set of Articles of Association******(i) Voted in favour of the Resolution:***

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	34	741698	
E-voting at AGM	0	0	
Total	34	741698	99.9991%

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	6	7	
E-voting at AGM	0	0	
Total	6	7	0.0009%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries



(CS A. K. LABH)
Practising Company Secretary
FCS : 4848 / CP No. : 3238
UIN : S1999WB026800
PRCN : 1038/2020
UDIN : F004848C000963951

Place: Kolkata

Dated: 17.09.2021



NAGA DHUNSERI GROUP LTD

AGM Attended and Voting Summary AGM

Format for Voting Result

Date of the AGM	17-Sep-21
Total Number of Shareholders on Record Date	2013
No. of Shareholders Present in the Meeting Either in Person or Through Proxy :	
Promoter & Promoter Group	
Public	
Total	
No. of Shareholders Attended the Meeting Through Video Conferencing :	
Promoter & Promoter Group	11
Public	13
Total	24

1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year 2020-21 and the Reports of the Board of Directors and Auditors thereon:							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?								
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	735826	100.00000	735826	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	358	0	0.00000	0	0	0.00000	
	Evoting at AGM		0	0.00000	0	0	0.00000	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	263816	5879	2.22845	5872	7	99.88093	0.11907
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		5879	2.22845	5872	7	99.88093	0.11907
Total		1000000	741705	74.17050	741698	7	99.99906	0.00094

2	To declare Dividend on the Equity Shares of the Company at the rate Rs. 2.50 per Equity Share for the Financial Year ended 31st March, 2021							
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?								
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	735826	100.00000	735826	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	358	0	0.00000	0	0	0.00000	
	Evoting at AGM		0	0.00000	0	0	0.00000	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	263816	5879	2.22845	5872	7	99.88093	0.11907
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		5879	2.22845	5872	7	99.88093	0.11907
Total		1000000	741705	74.17050	741698	7	99.99906	0.00094



3 To appoint a Director in place of Mr. Chandra Kumar Dhanuka (DIN:00005684),who retires by rotation and being eligible offers himself for re-appointment								
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	735826	100.00000	735826	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	358	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0	0.00000	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	263816	5879	2.22845	5872	7	99.88093	0.11907
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		5879	2.22845	5872	7	99.88093	0.11907
Total		1000000	741705	74.17050	741698	7	99.99906	0.00094

4 Appointment of Mrs. Bharati Dhanuka(DIN: 02397650) as a Non-Executive Non-Independent Director								
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	735826	100.00000	735826	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	358	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0	0.00000	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	263816	5879	2.22845	5872	7	99.88093	0.11907
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		5879	2.22845	5872	7	99.88093	0.11907
Total		1000000	741705	74.17050	741698	7	99.99906	0.00094

5 Appointment of Mrs. Rusha Mitra (DIN: 08402204) as a Non-Executive Independent Director								
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	735826	100.00000	735826	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	358	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0	0.00000	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	263816	5879	2.22845	5872	7	99.88093	0.11907
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		5879	2.22845	5872	7	99.88093	0.11907
Total		1000000	741705	74.17050	741698	7	99.99906	0.00094



6		Adoption of the new set of Articles of Association						
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?								
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	735826	100.00000	735826	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	358	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0	0.00000	
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	263816	5879	2.22845	5872	7	99.88093	0.11907
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		5879	2.22845	5872	7	99.88093	0.11907
Total		1000000	741705	74.17050	741698	7	99.99906	0.00094

