



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/8A/2024/

29.05.2024

To,
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G, 5th Floor
Bandra Kurla Complex,
Bandra (E),
Mumbai-400051

Symbol: NDGL

Sub: Disclosure under Regulation 30 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- Outcome of the Board Meeting held on 29th May, 2024

Dear Sir / Ma'am,

Pursuant to Regulation 30 and 33 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and our intimation dated 20th May, 2024, this is to inform you that the Board of Directors of the Company at their Meeting held today i.e., 29th May, 2024, inter alia, has considered the followings:

1. Approved and taken on record the Annual Audited Accounts for the Financial Year ended 31st March, 2024 and Annual Audited (Standalone & Consolidated) Financial Results for the Quarter and Financial Year ended 31st March, 2024.

Please find enclosed the followings:

- a. Annual Audited (Standalone & Consolidated) Financial Results of the Company for the Quarter and Financial Year ended 31st March, 2024.
 - b. Auditor's Report issued by M/s. Dhandhanias & Associates (FRN: 316052E), the Statutory Auditors of the Company for the Financial Year ended 31st March, 2024.
 - c. Declaration for Audit Report with Unmodified Opinion in respect of the Annual Audited (Standalone and Consolidated) Financial Results for the Financial Year ended 31st March, 2024.
2. To convene the 106th Annual General Meeting (AGM) of the Company on Friday, 23rd August, 2024.
 3. Recommended dividend on the Equity Shares of the Company @ of 25% i.e. ₹ 2.50 per equity share of ₹ 10 each for the Financial Year ended on 31st March, 2024, subject to approval by shareholders at the ensuing Annual General Meeting.





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4. The Register of Members and Share Transfer Books will remain close from 17th August, 2024 to 23rd August, 2024, (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if approved.
5. Based on the recommendation of Nomination and Remuneration Committee, approved appointment of Mr. Bhanwar Lal Chandak (DIN: 00057273) as an Additional Director (in the category of Non-Executive Independent Director), with immediate effect for a period of five years, subject to the approval of the shareholders of the Company in the ensuing AGM. Information of Mr. Chandak pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as **Annexure-A**.

Further, in accordance with the NSE circular No. NSE/CML/2018/24 dated June 20, 2018, it is confirmed that Mr. Bhanwar Lal Chandak (DIN: 00057273) is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.

6. Based on the recommendation of Nomination and Remuneration Committee, approved appointment of Mr. Anil Bhutoria (DIN: 00705794) as an Additional Director (in the category of Non-Executive Independent Director), with immediate effect for a period of five years, subject to the approval of the shareholders of the Company in the ensuing AGM. Information of Mr. Bhutoria pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as **Annexure B**.

Further, in accordance with the NSE circular No. NSE/CML/2018/24 dated June 20, 2018, it is confirmed that Mr. Anil Bhutoria (DIN: 00705794) is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.

7. Appointment of M/s. Sushil Tiwari & Associates (CP No. 1903), Practicing Company Secretaries as the Secretarial Auditor of the Company for the Financial Year 2024-25. The details of the Secretarial Auditor pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed herewith as **Annexure- C**.





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The Meeting of the Board of Directors of the Company commenced at 03:30 P.M. and concluded at 04: 15 P.M.

The same is for your kind information and record.

Thanking you.
Yours faithfully,

For Naga Dhunseri Group Limited

Nidhi Khaitan



Nidhi Khaitan
Company Secretary & Compliance Officer

Encl: As above



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Annexure-A- Brief Profile of Mr. Bhanwar Lal Chandak (DIN: 00057273)

Details under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read along SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

S. No.	Particulars	Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment.
2.	Date of Appointment Term of Appointment	May 29, 2024 Mr. Bhanwar Lal Chandak has been appointed as an Additional Director (in the category of Non-Executive Independent Director) for a period of five years with effective from May 29, 2024 subject to the approval of the shareholders of the Company in the ensuing AGM.
3.	Brief Profile	Mr. Bhanwar Lal Chandak is a Chartered Accountant having more than forty years of experience in Corporate Finance, Trade, Commerce and Investment.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Bhanwar Lal Chandak does not have any relationship with any managerial personnel or any of the Promoter and Directors of the Company.





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Annexure-B- Brief Profile of Mr. Anil Bhutoria (DIN: 00705794)

Details under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read along SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

S. No.	Particulars	Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
2.	Date of Appointment Term of Appointment	May 29, 2024 Mr. Anil Bhutoria has been appointed as an Additional Director (in the category of Non-Executive Independent Director) for a period of five years with effect from May 29, 2024 subject to the approval of the shareholders of the Company in the ensuing AGM.
3.	Brief Profile	Mr. Anil Bhutoria is a Graduate in Commerce having thirty three years of experience in Construction and Hospitality Business. His vast exposure in Finance and Commerce is of great value to the Company.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Anil Bhutoria does not have any relationship with any managerial personnel or any of the Promoter and Directors of the Company.





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Annexure-C- Brief Profile of M/s. Sushil Tiwari & Associates

Details under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read along SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

S. No.	Particulars	Details
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment
2.	Date of Appointment Term of Appointment	May 29, 2024 M/s Sushil Tiwari & Associates, is appointed as the Secretarial Auditor of the Company for conducting Secretarial Audit of the Company for Financial Year 2024-25.
3.	Brief Profile	M/s. Sushil Tiwari & Associates is a Proprietorship Firm, providing services in the field of Company Law Consultancy, Secretarial Audit, Diligence Reports, managing E-voting, Scrutinizing of Polls at General Meetings, certification of documents required to be filed with the MCA, certification of documents to be filed with the SEBI and Stock Exchanges, Liason with ROC and R.D. Office, obtaining various approvals from ROC and R.D. Offices.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable.





Independent Auditor's Report on Quarterly and Annual Standalone Financial Results of Naga Dhunseri Group Limited pursuant to the Regulation 33 and Regulation 52 read with regulation 63(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

To
Board of Directors of
NAGA DHUNSERI GROUP LIMITED

Report on the Audit of the Standalone Annual Financial Results

Opinion

We have audited the accompanying standalone annual financial results of **NAGA DHUNSERI GROUP LIMITED** ("the Company") for the quarter and year ended March 31, 2024, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone annual financial results:

- a. are presented in accordance with the requirement of Regulation 33 of the Listing Regulations in this regard and
- b. gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information for the quarter and year ended March 31, 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Results

The standalone annual financial results have been prepared on the basis of the standalone annual financial statements. The Company's management and Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these annual financial results that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone annual financial results.

As a part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone annual financial results, including the disclosures, and whether the standalone annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all the relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The standalone annual financial results include the results for the quarter ended March 31, 2024 being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year, which were subjected to limited review by us, as required under the Listing Regulations.

Place: Kolkata
Date: 29th Day of May, 2024



Sunil Oswal

SUNIL OSWAL, FCA, PARTNER

(Membership No.071678)

For and on behalf of

DHANDHANANIA & ASSOCIATES

Chartered Accountants

Firm Registration No: 316052E

UDIN: 24071678BKGUNG4930

NAGA DHUNSERI GROUP LTD.

Regd. Office: "DHUNSERI HOUSE", 4A, WOODBURN PARK, KOLKATA-700020

CIN - L01132WB1918PLC003029; Website : www.nagadhunserigroup.com;

Email : mail@nagadhunserigroup.com; Phone : 2280-1950

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2024

₹ in Lakhs

Particulars	Quarter Ended			Year Ended	
	31st March 2024	31st December 2023	31st March 2023	31st March 2024	31st March 2023
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
Income					
I. Revenue from operations					
Interest Income	3.70	3.86	0.52	11.50	2.39
Dividend income	6.08	11.27	8.27	355.70	284.18
Rental income	8.68	8.61	8.21	33.70	32.82
Net gain on fair value changes	-	-	-	-	-
Realised	177.61	62.96	39.08	444.40	25.18
Unrealised	140.00	1,111.68	(54.12)	2,095.05	783.45
Total revenue from operations	336.07	1,198.38	1.96	2,940.35	1,128.02
II Other income	0.24	0.56	0.21	1.46	0.23
III Total income (I+II)	336.31	1,198.94	2.17	2,941.81	1,128.25
IV Expenses					
Finance costs	8.78	12.33	11.05	45.76	44.23
Impairment on Financial Instrument	0.56	-	(0.04)	0.56	(0.04)
Employee benefits expenses	22.18	28.79	29.42	98.04	95.47
Depreciation & amortisation	13.18	13.19	13.72	52.79	49.91
Other expenses	36.55	18.88	24.24	92.16	69.20
Total expenses (IV)	81.25	73.19	78.39	289.31	258.77
V Profit before tax (III-IV)	255.06	1,125.75	(76.22)	2,652.50	869.48
VI Tax expense					
Current tax	18.42	(1.50)	(8.50)	108.92	27.00
Deferred tax credit	(38.91)	151.28	4.13	176.19	92.03
Earlier year Tax adjustments	-	1.52	-	5.31	(3.32)
Tax expense (VI)	(20.49)	151.30	(4.37)	290.42	115.71
VII Profit for the year(V-VI)	275.55	974.45	(71.85)	2,362.08	753.77
VIII Other comprehensive income/ (loss)					
Items that will not be reclassified subsequently to profit or loss					
Equity instruments designated through other comprehensive income - net change in fair value	532.67	3,454.05	(1,236.16)	7,752.84	(636.13)
Remeasurement of defined benefit (Asset)/liability	0.05	-	(3.16)	0.05	(3.16)
Income tax relating to these items	(89.88)	(484.22)	77.46	(983.97)	38.03
Net other comprehensive income/(loss) not to be reclassified subsequently to profit or loss	442.84	2,969.83	(1,161.86)	6,768.92	(601.26)
IX Total comprehensive income/(loss) for the year (VII+VIII)	718.39	3,944.28	(1,233.71)	9,131.00	152.51
X Paid up equity share capital (Face value of ₹ 10/- each)	100.00	100.00	100.00	100.00	100.00
XI Earnings per share					
Basic (₹)	27.56	97.45	(7.19)	236.21	75.38
Diluted (₹)	27.56	97.45	(7.19)	236.21	75.38

NOTES :

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 29th May 2024.
- The figures of the last quarter of the current and previous financial year are the balancing figure between audited figures in respect of full financial year and the published year to date figures up to the end of third quarter, which has been subjected to Limited review by Statutory Auditor.
- The Statutory Auditors have audited the financial statements for the quarter and year ended 31st March 2024 and have issued an unmodified opinion thereon. The information presented above is an extract from the audited financial statements as stated.
- Nature of capital market in which the company operates is such that the quarterly results do not indicate the likely annual performance.
- The Company's business activity fall within a single operating segment "Treasury Operations". Accordingly, the disclosure on operating segment has not been provided.
- Net gain and / or loss on fair value changes includes gain and / or loss on sale and changes in fair value of investment as at period ended on investments held.
- Figures for pervious year/period have been regrouped/rearranged wherever considered necessary to conform to current period presentation.
- The review report issued in accordance with Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) 2015 are also available on the website of the Company viz www.nagadhunserigroup.com
- The Directors in their meeting dated 29th May, 2024 have recommended dividend of ₹2.50 per equity share of, 10 each i.e. @ 25% for the financial year ended 31st March, 2024, subject to approval of the Shareholders at the ensuing Annual General Meeting.

By order of the Board
For Naga Dhunseri Group Ltd.



[Handwritten Signature]

(C.K. Dhanuka)
Chairman
DIN: 00005684

Place: Kolkata
Date: The 29th May, 2024

NAGA DHUNSERI GROUP LIMITED
STANDALONE BALANCE SHEET AS ON 31ST MARCH 2024

₹ In Lakhs

Particulars	As at 31st March 2024	As at 31st March 2023
Assets		
Financial assets		
Cash and cash equivalents	453.55	46.29
Bank balances other than cash and cash equivalents	5.66	7.19
Investments	28,249.10	18,780.78
Loans	169.32	29.88
Other financial assets	120.79	60.02
Non-financial assets		
Current tax assets (net)	-	23.08
Investment property	568.67	597.78
Property, plant and equipment	87.21	101.28
Right of use assets	397.19	394.87
Other non-financial assets	583.32	576.51
Total assets	30,634.81	20,617.68
Liabilities and equity		
Liabilities		
Financial liabilities		
Other financial liabilities	473.38	462.94
Non-financial liabilities		
Current tax Liability (net)	30.43	-
Provisions	5.83	4.92
Deferred tax liabilities (net)	1,374.41	508.83
Other non- financial liabilities	4.72	0.95
Total liabilities	1,888.77	977.64
Equity		
Equity share capital	100.00	100.00
Other equity	28,646.04	19,540.04
Total equity	28,746.04	19,640.04
Total liabilities and equity	30,634.81	20,617.68



NAGA DHUNSERI GROUP LIMITED
STANDALONE STATEMENT OF CASH FLOW FOR THE PERIOD ENDED 31ST MARCH, 2024

₹ in Lakhs

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
A. Cash flows from operating activities		
Profit/ (loss) before tax	2,652.50	869.48
Adjustments for:		
Depreciation, amortisation and impairment	52.79	49.91
Impairment on financial instrument	0.56	(0.04)
Finance cost	45.76	44.23
Fair value changes	(2,539.45)	(808.63)
Security transaction tax on OCI shares	(13.60)	(4.63)
Operating profit before working capital changes and Investment	198.56	150.32
Movement in working capital		
(Increase)/decrease in other financial assets	(60.77)	(51.30)
(Increase)/decrease in other non-financial assets	(6.76)	(6.38)
(Decrease)/increase in other financial liabilities	(5.08)	2.29
(Decrease)/increase in other non-financial liabilities	3.77	0.20
(Decrease)/Increase in long term provisions	0.91	1.92
Purchase of Investment	(10,097.41)	(4,338.30)
Sale of Investment	10,934.99	4,125.41
Loan refund	10.00	10.00
Loan given	(150.00)	-
Cash used in operations	828.21	(105.84)
Direct taxes paid (net of refunds)	(355.30)	(22.79)
Net cash generated from operating activities	472.91	(128.63)
Cash flow from investing activities		
Acquisition of property, plant and equipment	-	(21.60)
Net cash used in investing activities	0.00	(21.60)
Cash flow from financing activities		
Dividend paid	(25.00)	(25.00)
Payment of lease liability	(42.18)	(41.26)
Net cash used in financing activities	(67.18)	(66.26)
Net increase/ (decrease) in cash and cash equivalents including other Bank balance	405.73	(216.49)
Cash and cash equivalents including other Bank balance at the beginning of the year	53.48	269.97
Cash and cash equivalents including other Bank balance at the end of the year	459.21	53.48
Components of cash and cash equivalents including other Bank balance		
Cash In hand	5.00	5.00
in Current Account	448.55	41.29
in Dividend Account	5.66	7.19
Total cash and cash equivalents including other Bank balance	459.21	53.48

Note:

The cash flow statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".

For and on behalf of the Board of Directors of
Naga Dhunseri Group Ltd
(DIN:00005684)



(Signature)
C.K.Dhanuka
Chairman
(DIN:00005684)



Independent Auditor's Report on Quarterly and Annual Consolidated Financial Results of Naga Dhunseri Group Limited pursuant to the Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

To
Board of Directors of
NAGA DHUNSERI GROUP LIMITED

Report on the Audit of the Consolidated Annual Financial Results

Opinion

We have audited the accompanying statement of quarterly and year to date consolidated financial results of **NAGA DHUNSERI GROUP LIMITED** ("Investor ") and its associates for the quarter and year ended March 31, 2024, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate audited financial statements of the associate, the aforesaid consolidated annual financial results:

- a. includes the annual consolidated financial results for the year ended March 31, 2024, of the following entities:

SI NO.	Particulars	Name of the Entity
1)	Associate	Dhunseri Investments Limited and its subsidiary & associates

- b. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard and
- c. gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the consolidated net profit and other comprehensive income and other financial information of the Group for the quarter and March 31,2024.



Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013, as amended (the Act"). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us along with the consideration of audit report of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated annual financial results.

Management's and Board of Directors' Responsibilities for the Consolidated Annual Financial Results

The consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements. The Investor Company's management and Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these annual financial results that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Investor Company 'are responsible for maintenance of adequate accounting records in , accordance with the provisions of the Act for safeguarding of the assets of the Investor and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the 'accounting records, relevant to the preparation and presentation of the financial consolidated annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated annual financial results by the Directors of the Investor Company, as aforesaid.

In preparing the consolidated annual financial results, the respective Board of Directors of the companies is responsible for assessing the respective company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Investor Company and of its associates is also responsible for overseeing the financial reporting process of each company.



Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an 'audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated annual financial results.

As a part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated annual financial results of which we are independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding



independence, and to communicate with them all the relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular No CIR/CFD/CMD1/44/2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other Matters

- (a) We did not audit the consolidated financial statements of one associate, whose financial statements reflect total assets of Rs. 4,42,243.90 Lakhs as at March 31, 2024, total revenues of Rs. 51,541.59 Lakhs for the year ended on that date and net cash outflow amounting to Rs. 143.20 Lakhs for the year ended on that date, as considered in the consolidated annual financial results.
- (b) The consolidated annual financial results include investor's share of net profit after tax of Rs. 1,054.99 Lakhs and total comprehensive income of Rs.6,282.72 Lakhs for the year ended March 31, 2024, as considered in the consolidated annual financial results, in respect of one associate, whose financial statements have been audited by their respective Independent Auditor's. The Independent Auditor's reports on the financial statements of these entities have been furnished to us by the management and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such other auditor's and the procedures performed by us are stated in paragraph above.
- (c) The consolidated annual financial results include the results for the quarter ended 31 March 2024 being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year, which are subjected to limited review by us, as required under the Listing Regulations.

Place: Kolkata

Date: 29th Day of May, 2024



SUNIL OSWAL, FCA, PARTNER

(Membership No.071678)

For and on behalf of

DHANDHANIAN & ASSOCIATES

Chartered Accountants

Firm Registration No: 316052E

UDIN: 24071678BKGUNH6989

NAGA DHUNSERI GROUP LTD.

Regd. Office: "DHUNSERI HOUSE", 4A, WOODBURN PARK, KOLKATA-700020

CIN - L01132WB1918PLC003029; Website : www.nagadhunserigroup.com;

Email : mail@nagadhunserigroup.com; Phone : 2280-1950

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2024

₹ in Lakhs

Particulars	Quarter Ended			Year Ended	
	31st March 2024	31st December 2023	31st March 2023	31st March 2024	31st March 2023
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
Income					
I. Revenue from operations					
Interest Income	3.70	3.86	0.52	11.50	2.39
Dividend income	6.08	11.27	8.27	322.79	251.27
Rental income	8.68	8.61	8.21	33.70	32.82
Net gain on fair value changes					
Realised	177.61	62.96	39.08	444.40	25.18
Unrealised	140.00	1,111.68	(54.12)	2,095.05	783.45
Total revenue from operations	336.07	1,198.38	1.96	2,907.44	1,095.11
II Other income	0.24	0.56	0.21	1.46	0.23
III Total income (I+II)	336.31	1,198.94	2.17	2,908.90	1,095.34
IV Expenses					
Finance costs	8.78	12.33	11.05	45.76	44.23
Impairment on Financial Instrument	0.56	-	(0.04)	0.56	(0.04)
Employee benefits expenses	22.18	28.79	29.42	98.04	95.47
Depreciation & amortisation	13.18	13.19	13.72	52.79	49.91
Other expenses	36.55	18.88	24.24	92.16	69.20
Total expenses (IV)	81.25	73.19	78.39	289.31	258.77
V Profit before share of net profit from equity accounted investees (III-IV)	255.06	1,125.75	(76.22)	2,619.59	836.57
VI share of net profit/(loss)from equity accounted investees	(306.64)	(129.77)	351.26	1,054.99	6,321.16
VII Profit before tax (V+VI)	(51.58)	995.98	275.04	3,674.58	7,157.73
VIII Tax expense					
Current tax	18.42	(1.50)	(8.50)	108.92	27.00
Deferred tax credit	(38.91)	151.28	4.13	176.19	92.03
Earlier year Tax adjustments	0.00	1.52	-	5.31	(3.32)
Tax expense (VIII)	(20.49)	151.30	(4.37)	290.42	115.71
IX Profit/ (loss) for the year(VII-VIII)	(31.09)	844.68	279.41	3,384.16	7,042.02
X Other comprehensive income/ (loss)					
Items that will not be reclassified subsequently to profit or loss					
Equity instruments designated through other comprehensive income - net change in fair value	532.67	3,454.05	(1,236.16)	7,752.84	(636.13)
Remeasurement of defined benefit (Asset)/liability	0.05	-	(3.16)	0.05	(3.16)
Income tax relating to these items	(89.88)	(484.22)	77.46	(983.97)	38.03
Net other comprehensive income/(loss) not to be reclassified subsequently to profit or loss before share from equity accounted investees	442.84	2,969.83	(1,161.86)	6,768.92	(601.26)
share of other comprehensive income from equity accounted investees	718.27	1,791.34	(610.19)	5,227.73	765.71
Total other comprehensive income (X)	1,161.11	4,761.17	(1,772.05)	11,996.65	164.45
XI Total comprehensive income/(loss) for the year (VII+VIII)	1,130.02	5,605.85	(1,492.64)	15,380.81	7,206.47
XII Paid up equity share capital (Face value of ₹ 10/- each)	100.00	100.00	100.00	100.00	100.00
XIII Earnings per share					
Basic (₹)	(3.11)	84.47	27.94	338.42	704.20
Diluted (₹)	(3.11)	84.47	27.94	338.42	704.20

NOTES :

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 29th May 2024.
- The figures of the last quarter of the current and previous financial year are the balancing figure between audited figures in respect of full financial year and the published year to date figures up to the end of third quarter, which has been subjected to Limited review by Statutory Auditor.
- The Statutory Auditors have audited the financial statements for the quarter and year ended 31st March 2024 and have issued an unmodified opinion thereon, The information presented above is an extract from the audited financial statements as stated.
- Nature of capital market in which the company operates is such that the quarterly results do not indicate the likely annual performance.
- The Company's business activity fall within a single operating segment "Treasury Operations". Accordingly, the disclosure on operating segment has not been provided.
- Net gain and / or loss on fair value changes includes gain and / or loss on sale and changes in fair value of investment as at period ended on investments held.
- Figures for pervious year/period have been regrouped/rearranged wherever considered necessary to conform to current period presentation.
- The review report issued in accordance with Regulation 33 of SEBI (Listing Obligation and Disclosure Requirements) 2015 are also available on the website of the Company wiz www.nagadhunserigroup.com
- The Directors in their meeting dated 29th May, 2024 have recommended dividend of ₹2.50 per equity share of, 10 each i.e. @ 25% for the financial year ended 31st March, 2024, subject to approval of the Shareholders at the ensuing Annual General Meeting.

Place: Kolkata
Date: The 29th May, 2024



By order of the Board
For Naga Dhunseri Group Ltd.

(C.K. Dhanuka)
Chairman

DIN: 00005684

NAGA DHUNSERI GROUP LIMITED
CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH 2024

₹ In Lakhs

Particulars	As at 31st March 2024	As at 31st March 2023
Assets		
Financial assets		
Cash and cash equivalents	453.55	46.29
Bank balances other than cash and cash equivalents	5.66	7.19
Investments	86,109.90	70,391.77
Loans	169.32	29.88
Other financial assets	120.79	60.02
Non-financial assets		
Current tax assets (net)	-	23.08
Investment property	568.67	597.78
Property, plant and equipment	87.21	101.28
Right of use assets	397.19	394.87
Other non-financial assets	583.32	576.51
Total assets	88,495.61	72,228.67
Liabilities and equity		
Liabilities		
Financial liabilities		
Other financial liabilities	473.38	462.94
Non-financial liabilities		
Current tax Liability (net)	30.43	-
Provisions	5.83	4.92
Deferred tax liabilities (net)	1,374.41	508.83
Other non- financial liabilities	4.72	0.95
Total liabilities	1,888.77	977.64
Equity		
Equity share capital	100.00	100.00
Other equity	86,506.84	71,151.03
Total equity	86,606.84	71,251.03
Total liabilities and equity	88,495.61	72,228.67



NAGA DHUNSERI GROUP LIMITED
CONSOLIDATED STATEMENT OF CASH FLOW FOR THE PERIOD ENDED 31ST 2024

₹ in Lakhs

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
A. Cash flows from operating activities		
Profit/ (loss) before tax	3,674.58	7,157.73
Adjustments for:		
Depreciation, amortisation and impairment	52.79	49.91
Impairment on financial instrument	0.56	(0.04)
Finance cost	45.76	44.23
Fair value changes	(2,539.45)	(808.63)
Share of Profit of Equity accounted investee	(1,054.99)	(6,321.16)
Security transaction tax on OCI shares	(13.60)	(4.63)
Operating profit before working capital changes and Investment	165.65	117.41
Movement in working capital		
(Increase)/decrease in other financial assets	(60.77)	(51.30)
(Increase)/decrease in other non-financial assets	(6.76)	(6.38)
(Decrease)/increase in other financial liabilities	(5.08)	2.29
(Decrease)/increase in other non-financial liabilities	3.77	0.20
(Decrease)/Increase in long term provisions	0.91	1.92
Purchase of Investment	(10,097.41)	(4,338.30)
Sale of Investment	10,934.99	4,125.41
Loan refund	10.00	10.00
Loan given	(150.00)	-
Cash used in operations	795.30	(138.75)
Direct taxes paid (net of refunds)	(355.30)	(22.79)
Dividend from investee	32.91	32.91
Net cash generated from operating activities	472.91	(128.63)
Cash flow from investing activities		
Acquisition of property, plant and equipment	-	(21.60)
Net cash used in investing activities	0.00	(21.60)
Cash flow from financing activities		
Dividend paid	(25.00)	(25.00)
Payment of lease liability	(42.18)	(41.26)
Net cash used in financing activities	(67.18)	(66.26)
Net increase/ (decrease) in cash and cash equivalents including other Bank balance	405.73	(216.49)
Cash and cash equivalents including other Bank balance at the beginning of the year	53.48	269.97
Cash and cash equivalents including other Bank balance at the end of the year	459.21	53.48
Components of cash and cash equivalents including other Bank balance		
Cash in hand	5.00	5.00
in Current Account	448.55	41.29
in Dividend Account	5.66	7.19
Total cash and cash equivalents including other Bank balance	459.21	53.48

Note:

The cash flow statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".

For and on behalf of the Board of Directors of
Naga Dhunseri Group Ltd

(DIN:00005684)



C.K.Dhanuka
Chairman

(DIN:00005684)



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/8A/2024/

29.05.2024

National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G, 5th Floor
Bandra Kurla Complex,
Bandra (E),
Mumbai-400051

Symbol: NDGL

Sub: Declaration with respect to Audit Report with Unmodified Opinion to the Annual Audited Standalone & Consolidated Financial Results for the Financial Year ended 31st March, 2024

Dear Sir / Ma'am,

Pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we do hereby confirm that the Statutory Auditors of the Company M/s. Dhandhanika & Associates (FRN: 316052E) have issued an Audit Report with Unmodified Opinion(s) on the Annual Audited Standalone & Consolidated Financial Results of the Company for the Financial Year ended 31st March, 2024.

Thanking you.

Yours faithfully,
For Naga Dhunseri Group Limited

Ayush Beriwal
Chief Financial Officer

