

**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/7A/2019/

30.08.2019

National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block G, 5th Floor
Bandra Kurla Complex,
Bandra (E),
Mumbai-400051

Fax No. : 022-26598237/38
022-26598347/48

Symbol : NDGL
PAN : AABCN0997R

Ref: Compliance under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Disclosure of Voting Results for 101st 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 Remote e-voting and Voting through Ballot at the Meeting in respect to all the Resolutions contained in the Notice of the 101st Annual General Meeting of the Company held on 29th August, 2019 at "Dhunseri House", 4A, Woodburn Park, Kolkata- 700 020.

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.

Chitra Thakwani

Company Secretary & Compliance Officer

ACS 54009



Encl: as above.

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing 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 101st Annual General Meeting of
Naga Dhunseri Group Limited
Dhunseri House
4A, Woodburn Park
Kolkata-700020**

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 101st Annual General Meeting of the members of “**Naga Dhunseri Group Limited**” (“*Company*”) held on Thursday, 29th August, 2019 at Dhunseri House, 4A, Woodburn Park, Kolkata - 700020 at 11.30 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process 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 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 29th May, 2019. My responsibility as a scrutinizer for the remote e-voting and voting through physical ballots 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) and of voting through physical ballots as provided by M/s. Maheshwari Datamatics Pvt. Ltd., the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Monday, the 26th August, 2019 up to 5.00 P.M. IST on Wednesday, the 28th August, 2019.
2. The Shareholders holding shares as on the “cut off” date, i.e. 22nd August, 2019 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice dated 29th May, 2019 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot box was subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Thursday, the 29th August, 2019 around 1:10 P.M after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Rachana Agarwal, residing at 162/2, Benaras Road, Salkia, Howrah - 711106 and Ms. Anushree Dasgupta residing at 28/N Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [**EVEN : 111172**] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year 2018-19 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	14	735926	
Voting by ballot	5	83	
Total	19	736009	99.9992%

(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	0	0	
Voting by ballot	5	6	
Total	5	6	0.0008%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	1



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b) Resolution 2

To declare a Dividend on Equity Shares of the Company @ of Rs. 2.50 per equity share of Rs. 10/- each for the Financial Year ended 31st March, 2019

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	14	735926	
Voting by ballot	5	83	
Total	19	736009	99.9992%

(ii) Voted **against** the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	5	6	
Total	5	6	0.0008%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1



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c) Resolution 3

To appoint a Director in place of Mrs. Aruna Dhanuka (DIN: 00005677) who retires by rotation and being eligible offers herself for re-appointment

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	14	735926	
Voting by ballot	9	88	
Total	23	736014	99.9999%

(ii) Voted **against** the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	1	1	
Total	1	1	0.0001%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1



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 SPECIAL BUSINESS:

d) Resolution 4 : Special Resolution

Payment of Commission to Non-Executive Directors

(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	14	735926	
Voting by ballot	5	83	
Total	19	736009	99.9992%

(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	0	0	
Voting by ballot	5	6	
Total	5	6	0.0008%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	1



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e) Resolution 5 : Special Resolution

Re-Appointment of Mr. I. K. Kejriwal (DIN: 00012320) as a Non - Executive Independent Director

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	14	735926	
Voting by ballot	9	88	
Total	23	736014	99.9999%

(ii) **Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	1	1	
Total	1	1	0.0001%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1



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f) Resolution 6 : Special Resolution

Re-Appointment of Mr. G. R. Goenka (DIN: 00133700) 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	14	735926	
Voting by ballot	9	88	
Total	23	736014	99.9999%

(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	0	0	
Voting by ballot	1	1	
Total	1	1	0.0001%

(iii) **Invalid** Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	1



**g) Resolution 7 : Special Resolution****Re-Appointment of Mr. Rajeev Rungta (DIN: 00122221) 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	14	735926	
Voting by ballot	9	88	
Total	23	736014	99.9999%

(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	0	0	
Voting by ballot	1	1	
Total	1	1	0.0001%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	1



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8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records 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)

Practicing Company Secretary

FCS – 4848 / CP No. - 3238



Place: Kolkata

Dated: 29.08.2019



NAGA DHUNSERI GROUP LTD - AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	August 29, 2019
Total Number of Shareholders on record date	1549
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	10
Public	38
Total	48
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

Agenda- wise disclosure (to be disclosed separately for agenda item)

1 Ordinary		Adoption of the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year 2018-19 and the Reports of the Board of Directors and Auditors thereon.						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
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	E-Voting	735826	735826	100.00000	735826	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	
Public - Institutional holders	E-Voting	356	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non	E-Vote	263818	100	0.03790	100	0	100.00000	



Institution	Poll		89	0.03370	83	6	93.25840	6.74160
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	
	Total		189	0.07160	183	6	96.82540	3.17460
Total		1000000	736015	73.60150	736009	6	99.99918	0.00082

2 Ordinary			Declaration of dividend of ` 2.50 per equity share for the Financial Year ended 31st March, 2019.					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
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	E-Voting	735826	735826	100.00000	735826	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	
Public - Institutional holders	E-Voting	356	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	263818	100	0.03790	100	0	100.00000	
	Poll		89	0.03370	83	6	93.25840	6.74160
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		189	0.07160	183	6	96.82540	3.17460
Total		1000000	736015	73.60150	736009	6	99.99918	0.00082

3 Ordinary			Appointment of Mrs. Aruna Dhanuka (DIN: 00005677) as a Director of the Company who retires by rotation and being eligible offers herself for re-appointment.					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					



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	E-Voting	735826	735826	100.00000	735826	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	
Public - Institutional holders	E-Voting	356	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	263818	100	0.03790	100	0	100.00000	
	Poll		89	0.03370	88	1	98.87640	1.12360
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		189	0.07160	188	1	99.47090	0.52910
Total		1000000	736015	73.60150	736014	1	99.99986	0.00014

4 Special			Payment of Commission to Non-Executive Directors - an amount equal to 1% of the Net Profit of the Company for each Financial Year subject to a limit of `1 Lakh.					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
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	E-Voting	735826	735826	100.00000	735826	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	
Public - Institutional holders	E-Voting	356	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.



	Total		0		0	0		
Public - Non Institution	E-Vote	263818	100	0.03790	100	0	100.00000	
	Poll		89	0.03370	83	6	93.25840	6.74160
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		189	0.07160	183	6	96.82540	3.17460
Total		1000000	736015	73.60150	736009	6	99.99918	0.00082

5 Special			Re-Appointment of Mr. I. K. Kejriwal (DIN: 00012320) as a Non - Executive Independent Director.					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
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	E-Voting	735826	735826	100.00000	735826	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	
Public - Institutional holders	E-Voting	356	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	263818	100	0.03790	100	0	100.00000	
	Poll		89	0.03370	88	1	98.87640	1.12360
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		189	0.07160	188	1	99.47090	0.52910
Total		1000000	736015	73.60150	736014	1	99.99986	0.00014

6 Special			Re-Appointment of Mr. G. R. Goenka (DIN: 00133700) as a Non - Executive Independent Director:					
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Whether promoter/promoter group are interested in the agenda/resolution ?								
			0					
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	E-Voting	735826	735826	100.00000	735826	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	
Public - Institutional holders	E-Voting	356	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	263818	100	0.03790	100	0	100.00000	
	Poll		89	0.03370	88	1	98.87640	1.12360
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		189	0.07160	188	1	99.47090	0.52910
Total		1000000	736015	73.60150	736014	1	99.99986	0.00014

7 Special			Re-Appointment of Mr. Rajeev Rungta (DIN: 00122221) as a Non - Executive Independent Director:					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
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	E-Voting	735826	735826	100.00000	735826	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	



Public - Institutional holders	E-Voting	356	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	263818	100	0.03790	100	0	100.00000	
	Poll		89	0.03370	88	1	98.87640	1.12360
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		189	0.07160	188	1	99.47090	0.52910
Total		1000000	736015	73.60150	736014	1	99.99986	0.00014

