

**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/7/2020/

30.09.2020

To,
National Stock Exchange of India Limited
(Symbol: NDGL)
Exchange Plaza,
Plot No: C/I, 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 102nd 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 102nd Annual General Meeting of the Company held on Tuesday, 29th September, 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at 11:30 A.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
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 102nd 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 102nd Annual General Meeting (“AGM”) of the members of “**Naga Dhunseri Group Limited**” (“Company”) held on Tuesday, the 29th day of September, 2020 at 11:30 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 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 30th day of July, 2020. 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 9.00 A.M. IST on Saturday, the 26th day of September, 2020 up to 5.00 P.M. IST on Monday, the 28th day of September, 2020.
2. The shareholders holding shares as on the "cut off" date, i.e. the 22nd day of September, 2020 were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Notice dated the 30th day of July, 2020 of the AGM of the Company.
3. The Company has 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 has not been cast by them through remote e-voting.
4. The votes were unblocked on Tuesday, the 29th day of September, 2020 around 12:35 P.M. after the completion of the AGM in the presence of two witnesses, namely, Mr. Amit Kumar Labh, residing at 71, Narsingh Dutta Road, Kolkata – 700008 and Mr. Asit Kumar Labh, residing at 25, Bhuvan Mohan Roy Road, Kolkata – 700008, 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 : 113741] is 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 2019-20 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	29	741541	
E-voting at AGM	0	0	
Total	29	741541	99.9996%

(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	2	3	
E-voting at AGM	0	0	
Total	2	3	0.0004%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	4014



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b) Resolution 2

To declare Dividend on the Equity Shares of the Company @ of Rs. 1.25 per Equity Share for the Financial Year ended 31st March, 2020

(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	30	741543	
E-voting at AGM	0	0	
Total	30	741543	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	1	1	
E-voting at AGM	0	0	
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	4014



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c) Resolution 3

To appoint a Director in place of Mr. Mrigank Dhanuka (DIN: 00005666), 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	28	740255	
E-voting at AGM	0	0	
Total	28	740255	99.9996%

(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	2	3	
E-voting at AGM	0	0	
Total	2	3	0.0004%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	4014



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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers including 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

UDIN : F004848B000810301



Place: Kolkata

Dated: 29.09.2020



NAGA DHUNSERI GROUP LTD - AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	September 29, 2020
Total Number of Shareholders on record date	1557
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	10
Public	14
Total	24



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

1 .		To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year 2019-20 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	Remote Evoting	735826	735826	100.00000	735826	0	100.00000	
	Evoting at AGM		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	Remote Evoting	358	0		0	0		
	Evoting at AGM		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	Remote Evoting	263816	5718	2.16740	5715	3	99.94750	0.05250

Institution	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		5718	2.16740	5715	3	99.94750	0.05250
Total		1000000	741544	74.15440	741541	3	99.99960	0.00040

2 .			To declare Dividend on the Equity Shares of the Company @ of Re 1.25 per Equity Share for the Financial Year ended 31st March, 2020.					
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	Remote Evoting	735826	735826	100.00000	735826	0	100.00000	
	Evoting at AGM		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	Remote Evoting	358	0		0	0		
	Evoting at AGM		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	Remote Evoting	263816	5718	2.16740	5717	1	99.98250	0.01750
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		5718	2.16740	5717	1	99.98250	0.01750
Total		1000000	741544	74.15440	741543	1	99.99987	0.00013

3 .			To appoint a Director in place of Mr. Mrigank Dhanuka (DIN : 00005666), who retires by rotation and being eligible offers himself 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	Remote Evoting	735826	734540	99.82520	734540	0	100.00000	
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		734540	99.82520	734540	0	100.00000	
Public - Institutional holders	Remote Evoting	358	0		0	0		
	Evoting at AGM		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	Remote Evoting	263816	5718	2.16740	5715	3	99.94750	0.05250
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		5718	2.16740	5715	3	99.94750	0.05250
Total		1000000	740258	74.02580	740255	3	99.99959	0.00041

