



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/7/2022/

31.08.2022

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 104th 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 104th Annual General Meeting of the Company held on Tuesday, 30th August, 2022 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at 05:00 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.

Chitra Thakwani
Company Secretary & Compliance Officer



Encl: as above.

Consolidated Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and E-voting at the 104th Annual General Meeting (AGM) of Naga Dhunseri Group Limited held on Tuesday, 30th August, 2022 at 5.00 P.M. through video conferencing ('VC') / other audio visual means ('OAVM').

I, Kailash Chandra Dhanuka, Practicing Company Secretary (FCS-2204/ CP-1247) and proprietor of M/s. K. C. Dhanuka & Co., Company Secretaries, Kolkata had been appointed, as the Scrutinizer by the Board of Directors of Naga Dhunseri Group Limited ("Company"), for the purpose of scrutinizing the Remote E-voting process (Remote E-voting) and Voting through Electronic Voting System (E-voting) during the Annual General Meeting (AGM), pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, in respect of the below mentioned resolutions passed at the 104th Annual General Meeting ("AGM") of the Company, held on Tuesday, 30th August 2022, at 5.00 P.M. through VC/ OAVM.

The notice dated 30th May, 2022, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General Circular No. 2/2022 dated 05th May 2022 read with Circular No. 20/2020 dated 5th May 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021 and 21/2021 dated 14th December, 2021 (collectively referred to as "MCA circulars") and SEBI Circulars dated 12th May, 2020 and 15th January, 2021.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC/ OAVM and who had not cast their vote earlier through remote e-voting process.

The Company had engaged National Securities Depository Limited ("NSDL") as the authorized agency to provide secured system for conducting remote e-voting by the Shareholders of the Company and e-voting at the said AGM.



The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Remote E-voting process (Remote E-voting) and Voting through Electronic Voting System (E-voting) during the AGM, on the resolutions proposed in the Notice of the 104th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the Remote E-voting process (Remote E-voting) and Voting through Electronic Voting System (E-voting) during the AGM, are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by the National Securities Depository Limited ("NSDL").

Further to the above, I submit my report as under:-

- i) The remote e-voting period remained open from Saturday, 27th August, 2022 (at 09.00 am) to Monday, 29th August, 2022 (at 05.00 pm).
- ii) The Members of the Company as on the "cut-off" date (record date for the purpose of remote e-voting, i.e. Tuesday, 23rd August, 2022) were entitled to vote on the resolutions (Item no. 1 to 4 as set out in the Notice dated 30th May, 2022 of 104th AGM of the Company).
- iii) The names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- iv) After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com/>). Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for/ against" each of the resolutions that were put to vote, were generated from the e-voting website of NSDL.
- v) Based on the reports generated from the NSDL e-voting website, the consolidated report on the voting on each resolution, pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, is as under:

A. ORDINARY BUSINESS

Item no.1

1. As an Ordinary Resolution-

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.

i. Voted in favour of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
Remote E-voting	30	745798	99.97%
E-voting at the AGM	1	240	0.03%
Total	31	746038	100.00%*



ii. Voted **against** the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
Remote E-voting	6	15	0.00%*
E-voting at the AGM	0	0	0.00%
Total	6	15	0.00%*

iii. **Invalid** votes:

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

* - Rounded Off

Item no.2

2. As an Ordinary Resolution-

Declaration of dividend at Rs. 2.50 per Equity Share for the year ended 31st March, 2022.i. Voted **in favour** of the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
Remote E-voting	30	745798	99.97%
E-voting at the AGM	1	240	0.03%
Total	31	746038	100.00%*

ii. Voted **against** the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
Remote E-voting	6	15	0.00%*
E-voting at the AGM	0	0	0.00%
Total	6	15	0.00%*

iii. **Invalid** votes:

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

* - Rounded Off



Item no.3

3. As an Ordinary Resolution

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:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
Remote E-voting	30	745798	99.97%
E-voting at the AGM	1	240	0.03%
Total	31	746038	100.00%*

ii. Voted **against** the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
Remote E-voting	6	15	0.00%*
E-voting at the AGM	0	0	0.00%
Total	6	15	0.00%*

iii. Invalid votes:

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

* - Rounded Off

4. As an Ordinary Resolution

Re-appointment of M/s. Dhandhanika & Associates, Chartered Accountants (Firm Registration No. 316052E) as the Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of the ensuing 104th Annual General Meeting (AGM) to the conclusion of 109th Annual General Meeting

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

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
Remote E-voting	30	745798	99.97%
E-voting at the AGM	1	240	0.03%
Total	31	746038	100.00%*



ii. Voted against the resolution:

<i>Mode of Voting</i>	<i>No. of Folios casting Votes</i>	<i>Total No. of Votes cast (Shares)</i>	<i>% of Total No. of valid Votes cast</i>
Remote E-voting	6	15	0.00%*
E-voting at the AGM	0	0	0.00%
Total	6	15	0.00%*

iii. Invalid votes:

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

* - Rounded Off

The Registers, all other papers and relevant records relating to e-voting, ballot papers and physical voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,

Place : Kolkata

Date : 30th August, 2022Yours faithfully,
K. C. DHANUKA & CO.
Company Secretaries

K. C. Dhanuka
30/08/2022

K. C. DHANUKA
Proprietor
FCS-2204, CP-1247
Peer Review No.108
UDIN: F002204D000877749

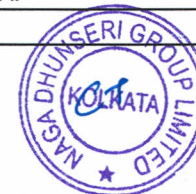
NAGA DHUNSERI GROUP LTD

AGM Attended and Voting Summary AGM

Format for Voting Result

Date of the AGM	30-Aug-22
Total Number of Shareholders on Record Date	1964
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 Public Total	11 16 27

1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year 2021-22 together with 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	356	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	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	263818	9987	3.78556	9972	15	99.84980	0.15020
	Evoting at AGM		240	0.09097	240	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		10227	3.87654	10212	15	99.85333	0.14667
Total		1000000	746053	74.60530	746038	15	99.99799	0.00201

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, 2022.							
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	356	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	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	263818	9987	3.78556	9972	15	99.84980	0.15020
	Evoting at AGM		240	0.09097	240	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		10227	3.87654	10212	15	99.85333	0.14667
Total		1000000	746053	74.60530	746038	15	99.99799	0.00201



3		To appoint a Director in place of Mrs. ArunaDhanuka (DIN: 00005677), who retires by rotation and being eligible offers herself for re-appointment						
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	356	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	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	263818	9987	3.78556	9972	15	99.84980	0.15020
	Evoting at AGM		240	0.09097	240	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		10227	3.87654	10212	15	99.85333	0.14667
Total		1000000	746053	74.60530	746038	15	99.99799	0.00201



4		Re-appointment of M/s. Dhandhanian & Associates, Chartered Accountants (Firm Registration No. 316052E) as the Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion the ensuing 104th Annual General Meeting (AGM) to the conclusion of 109th Annual General Meeting						
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	356	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	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	263818	9987	3.78556	9972	15	99.84980	0.15020
	Evoting at AGM		240	0.09097	240	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		10227	3.87654	10212	15	99.85333	0.14667
Total		1000000	746053	74.60530	746038	15	99.99799	0.00201

