



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/2018/

10.08.2018

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

Dear Sir,

Sub: Compliance under Regulation 44(3) of SEBI (Obligations and Disclosure Requirements) Regulations, 2015- Disclosure of Voting Results 100th AGM

Please find enclosed the Voting Results relating to Remote e-voting/ Ballot and Physical voting at the meeting in respect to all the Resolutions contained in the Notice of the 100th Annual General Meeting of the Company held on 9th August, 2018 at "Dhunseri House", 4A Woodburn Park, Kolkata- 700 020:-

- Copy of the Scrutinizer's Report 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) Rules, 2015.

- Voting Result in the prescribed format in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

Thanking you,

Yours faithfully,

For **NAGA DHUNSERI GROUP LTD.**

(CHITRA THAKWANI)
Company Secretary

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

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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 100th 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 100th Annual General Meeting of the members of “Naga Dhunseri Group Limited” (“Company”) held on Thursday, 9th August, 2018 at Dhunseri House, 4A, Woodburn Park, Kolkata - 700020 at 3.30 P.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 votings 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 28th May, 2018. 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 6th August, 2018 up to 5.00 P.M. IST on Wednesday, the 8th August, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 2nd August, 2018 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice dated 28th May, 2018 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 boxes were 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 Saturday, the 11th August, 2018 around 5:45 P.M after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, West Bengal 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 : 108524] 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 Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2018 and the Reports of the Directors' and Auditors' thereon

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

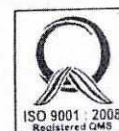
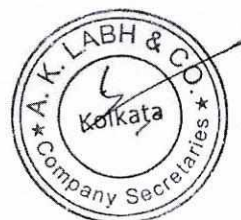
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	15	735841	
Voting by ballot	21	223	
Total	36	736064	99.9996%

(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	2	
Voting by ballot	1	1	
Total	2	3	0.0004%

(iii) *Invalid Votes:*

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2



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b) Resolution 2

To declare a dividend of Rs. 2.50 per equity share of Rs. 10 each/- for the financial year ended 31st March, 2018

(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	15	735841	
Voting by ballot	20	222	
Total	35	736063	99.9995%

(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	1	2	
Voting by ballot	2	2	
Total	3	4	0.0005%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	2



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c) Resolution 3

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

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

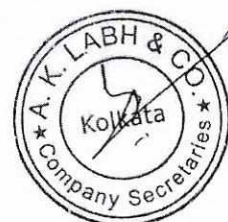
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	14	735832	
Voting by ballot	21	223	
Total	35	736055	99.9984%

(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	11	
Voting by ballot	1	1	
Total	3	12	0.0016%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	2



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d) Resolution 4 : Ordinary Resolution

To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration for the Financial Year ending 31st March, 2019

(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	735832	
Voting by ballot	21	223	
Total	35	736055	99.9984%

(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	11	
Voting by ballot	1	1	
Total	3	12	0.0016%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	2



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 SPECIAL BUSINESS:

e) Resolution 5 : Ordinary Resolution

Appointment of Mr. Mrigank Dhanuka (DIN: 00005666) as the Managing Director of the Company for a period of five years from 8th February, 2018 till 7th February, 2023

(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	15	735841	
Voting by ballot	21	223	
Total	36	736064	99.9996%

(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	2	
Voting by ballot	1	1	
Total	2	3	0.0004%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2



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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 Chief Financial Officer 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: 13.08.2018



NAGA DHUNSERI GROUP LTD - AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	August 09, 2018
Total Number of Shareholders on record date	1517
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	10
Public	52
Total	62
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.		Adoption of the Audited Financial Statements (including Consolidated Financial Statement) for the financial year ended 31st March, 2018 and the Reports of the 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 Institution	E-Vote	263818	17	0.00640	15	2	88.23530	11.76470
	Poll		224	0.08490	223	1	99.55360	0.44640
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		241	0.09140	238	3	98.75520	1.24480
Total		1000000	736067	73.60670	736064	3	99.99959	0.00041



2.		Declaration of dividend of Rs.2.50 per equity share for the financial year ended 31st March, 2018.						
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	17	0.00640	15	2	88.23530	11.76470
	Poll		224	0.08490	222	2	99.10710	0.89290
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		241	0.09140	237	4	98.34020	1.65980
Total		1000000	736067	73.60670	736063	4	99.99946	0.00054



3.			Appointment of Mr. Chandra Kumar Dhanuka (DIN : 00005684) as a director of the Company 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	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	17	0.00640	6	11	35.29410	64.70590
	Poll		224	0.08490	223	1	99.55360	0.44640
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		241	0.09140	229	12	95.02070	4.97930
Total		1000000	736067	73.60670	736055	12	99.99837	0.00163



4.		Ratification of Dhandhan and Associates, Chartered Accountants (Firm Registration No. 316052E) as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration for the financial year ending 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	17	0.00640	6	11	35.29410	64.70590
	Poll		224	0.08490	223	1	99.55360	0.44640
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		241	0.09140	229	12	95.02070	4.97930
Total		1000000	736067	73.60670	736055	12	99.99837	0.00163



5.		Appointment of Mr. Mrigank Dhanuka (DIN : 00005666) as Management Director of the company for 5 years.						
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	17	0.00640	15	2	88.23530	11.76470
	Poll		224	0.08490	223	1	99.55360	0.44640
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		241	0.09140	238	3	98.75520	1.24480
Total		1000000	736067	73.60670	736064	3	99.99959	0.00041

