

# NAGA DHUNSERI GROUP LIMITED

CIN : L01132WB1918PLC003029

Regd. Office : 'Dhunseri House', 4A, Woodburn Park, Kolkata - 700 020

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E-mail : hpbhufania@dhunseritea.com

Website : www.nagadhunserigroup.com

## NOTICE

NOTICE is hereby given that the 98th Annual General Meeting of NAGA DHUNSERI GROUP LIMITED will be held on Tuesday, the 9th August, 2016 at 3.30 P.M. at "Kala Kunj", Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata -700 017 to transact the following business :

### ORDINARY BUSINESS :

1. To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2016 together with the Auditors' and Directors' Report thereon.
2. To declare dividend.
3. To re-appoint Sri C. K. Dhanuka (DIN : 00005684) who retires by rotation and being eligible offers himself for re-appointment.
4. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the appointment of Messrs S. S. Kothari & Co., Chartered Accountants (ICAI Firm Registration No. 302034E) as Auditors of the Company, by resolution passed at the 96th Annual General Meeting (AGM) of the Company to hold office from the conclusion of the 96th AGM until the conclusion of 99th AGM, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 98th AGM until the conclusion of the 99th AGM and to authorize the Board to fix their remuneration based on the recommendation of the Audit Committee."

By Order of the Board

Kolkata

A. K. SARKAR

Dated : The 30th day of May, 2016

Company Secretary

## NOTES

1. The Register of Members of the Company will remain closed from Tuesday, 2nd August, 2016 to Tuesday, 9th August, 2016 (both days inclusive).
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy and such Proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting.**  
**A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate shares not more than 10 percent of the total Share Capital of the Company. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.**
3. Nomination facility is available to Shareholders on application to the Company or its Registrars.
4. Members holding shares in physical form are requested to notify change in their addresses, Bank particulars, if any, direct to the Company's Registrar and Share Transfer Agent (RTA), Messrs Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata - 700 001 (Phone : (033) 2243 5029, 2243 5809).
5. Members holding shares in Demat Form are requested to inform any change in their addresses, Bank particulars etc. to their Depository Participants.
6. Members are requested to bring their copy of Annual Report to the meeting.
7. Dividend as recommended by the Board of Directors, if approved by the Members at the Annual General Meeting, will be payable to those members whose names stand registered in the Company's Register of Members as at the close of business on 9th August, 2016 after giving effect to all valid share transfers in physical form lodged with the Company before 2nd August, 2016. The dividend in respect of shares held in dematerialized form will be payable to the beneficial owners of the shares as at the close of business hours on 1st August, 2016 as per the details furnished by the Depository for this purpose.

**NOTES (Contd.)**

8. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account is required to be transferred to the Investor Education & Protection Fund of the Central Government and under Section 205C of the Companies Act, 1956 no claim shall lie against the Company or the said Fund, in respect of individual amount which remains unclaimed or unpaid for a period of seven years from the date they became due for payment, and no payment shall be made in respect of any such claims.
9. In view of the above, members who have not encashed the dividend warrant(s) so far for any of the dividends declared earlier, i.e. dividend(s) for the year(s) subsequent to 2008 – 2009, are requested to make their claims immediately to the Company.
10. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases, viz. Transfer of Shares, Deletion of name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish a copy of PAN Card for all the above mentioned transactions.
11. The shares of the Company are listed on The Calcutta Stock Exchange. Listing Fee has been paid to the Exchange upto 31st March, 2017.
12. Shareholders of erstwhile Chandramalai Estates Limited and Aryan Engineering Works Limited which were amalgamated with Bareilly Electricity Supply Co.Ltd. / Bareilly Holdings Ltd. which was again amalgamated with Naga Hills Tea Co.Ltd. (name since changed to Naga Dhunseri Group Ltd.) who have not yet surrendered their share scrips to the Company for exchange are requested to do so to enable the Company to forward its share scrips.
13. Details of Director retiring by rotation and seeking re-appointment.  
This has been incorporated in the Report on Corporate Governance (in pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
14. In terms of provisions of Circular Numbers 17/2011 and 18/2011 dated 29th April, 2011 issued by the Ministry of Corporate Affairs (MCA) the Company will effect electronic delivery of all documents including the notice and explanatory statement of Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc. in Electronic Form, to the Email Address which are previously registered with the Depository Participant (DP) as the Members' valid Email address. The Members desirous of updating their Email addresses are requested to do so immediately, which will be periodically downloaded from NSDL / CDSL and will be deemed to be the members' registered Email address for serving notices / documents including those covered under Section 136 of the Companies Act, 2013.
15. Pursuant to the provisions of Investor Education & Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 21st September, 2015, date of the last Annual General Meeting, on the Website of the Company ([www.nagadhunserigroup.com](http://www.nagadhunserigroup.com)) as also on the Ministry of Corporate Affairs website.
16. The notice of Annual General Meeting and the copies of Audited Financial Statements, Directors' Report, Auditors' Report etc. will also be displayed on the Company's Website [www.nagadhunserigroup.com](http://www.nagadhunserigroup.com) and the other requirements of the aforesaid MCA Circulars will be duly complied with.  
The notice of the Annual General Meeting as well as the Annual Report for the financial year ended 31st March, 2016 will be dispatched to the rest of the shareholders holding shares in physical form.
17. Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is stated below for the convenience of the members.
18. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 02/08/2016, i.e the cut-off date, are entitled to vote on the Resolutions set-forth in this Notice.

**NOTES (Contd.)**

The members may cast their votes on electronic voting system from a place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 10 am on Saturday, 6th August, 2016 and will end at 5 p.m on Monday, 8th August, 2016. In addition, the facility for physical voting shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting, shall be eligible to vote at the AGM.

However, in case Members cast their vote exercising both the options, i.e. physical and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.

The Company has appointed Mr. A. K. Labh, Practicing Company Secretary (FCS- 4848), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

**PROCEDURE FOR REMOTE E-VOTING**

- I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under :
  - a) In case of Members receiving an e-mail from NSDL
    - i) Open the PDF file NDGL e-voting.pdf, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an "Initial Password".
    - ii) Launch an internet browser and open [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
    - iii) Click on Shareholder-Login
    - iv) Insert "UserID" and "Initial Password" as noted in step (i) above and click on "Login".
    - v) Password change menu will appear. Change the password with a new Password of your choice with minimum 8 digits / characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
    - vi) Home page of e-voting will open. Click on e-voting – Active Voting Cycles.
    - vii) Select 'EVEN' of "Naga Dhunseri Group Limited"
    - viii) Now you are ready for e-voting as 'Cast Vote' page opens.
    - ix) Cast your vote by selecting appropriate option and click on "Submit". Click on 'confirm' when prompted.
    - x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
    - xi) Once you have confirmed your vote on the resolution you cannot modify your vote.
    - xii) Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF /JPD Format) of the relevant Board Resolution / Authority Letter, along with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the scrutinizer by an email at [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip
    - (i) Initial "User ID" and "Password" are provided in the Admission slip for the AGM.
    - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) mentioned above, to cast vote.
- II. In case of any queries, you may refer to the Frequently Asked Questions (FAQ) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website <http://evoting.nsdl.com> or call on toll free number: 1800-222-990.
- III. The voting rights shall be as per the number of equity shares held by the Member(s) as on Tuesday 2nd August, 2016, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date. The facility of e-voting would be provided once for every folio / client id irrespective of the number of joint holders.

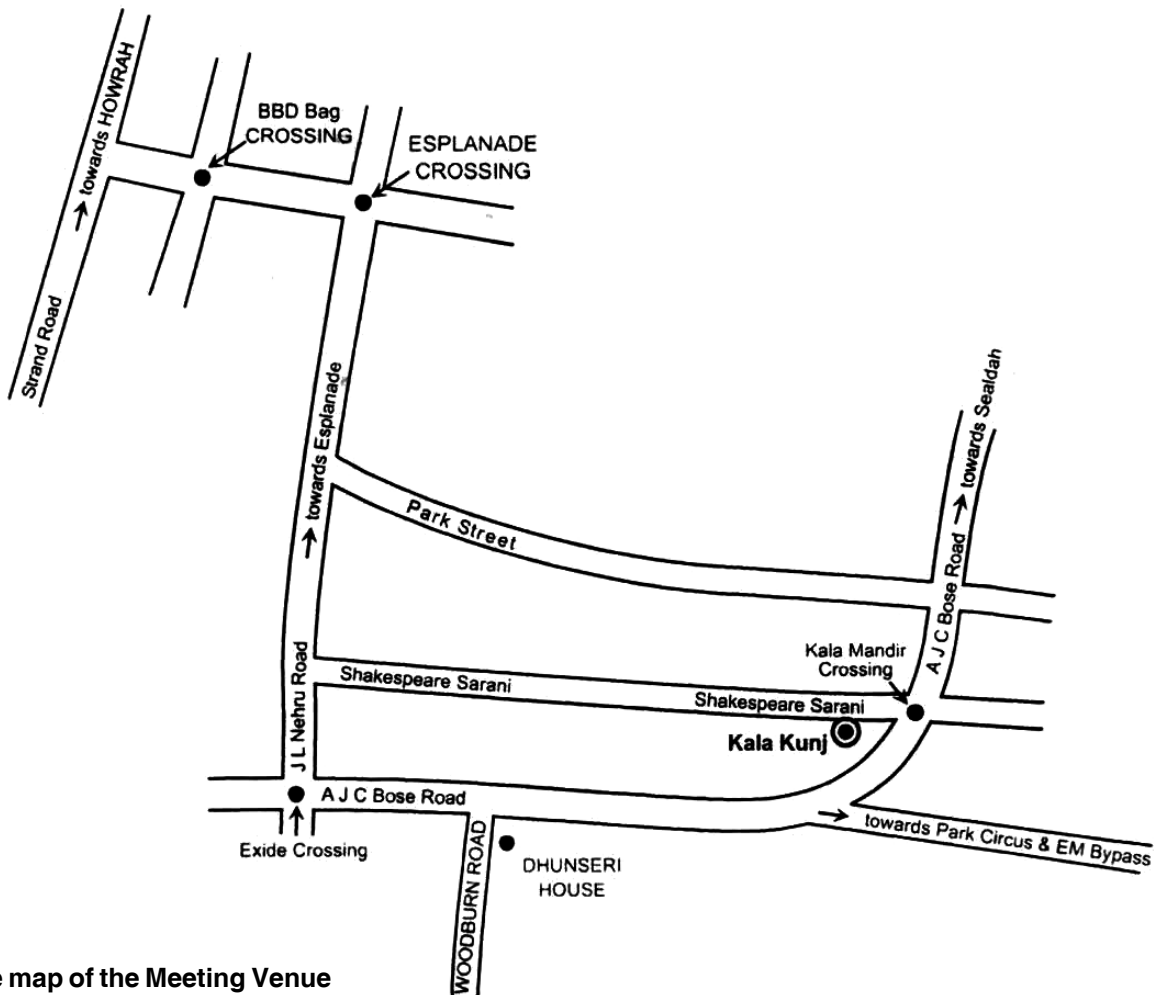
**NOTES (Contd.)**

- IV. Members who have acquired shares of the Company after the dispatch of the Annual Report as on the cut-off date i.e. 2nd August, 2016 may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). However if you are already registered with NSDL for remote e-voting , then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using “Forgot User Details / Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800 222 990.
- V. The Scrutinizer shall after the conclusion of voting at the general meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make not later than 3 days of the conclusion of the AGM a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith. The results along with the Scrutinizer’s Report, shall be placed in the Company’s Website [www.nagadhunserigroup.com](http://www.nagadhunserigroup.com) and on the website of NSDL. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the results are declared. The Company shall simultaneously forward the results to CSE also where the shares of the Company are listed.
- 19. In case of joint holders, attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.

By Order of the Board  
 A. K. SARKAR  
 Company Secretary

Kolkata

Dated : The 30th day of May, 2016



**Route map of the Meeting Venue**