



# **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/AGM/2023/

23.09.2023

**To,**  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot No: C/1, G Block,  
Bandra - Kurla Complex, Bandra (E)  
Mumbai - 400 051

**Symbol: NDGL**

**Sub: Scrutinizer's Report on the Voting Results – 105<sup>th</sup> Annual General Meeting (AGM)**

Dear Sir / Ma'am,

Pursuant to Section 108 of the Companies Act, 2013 read with 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 followings in connection with the Voting Results relating to Remote e-voting and E-voting at the 105<sup>th</sup> Annual General Meeting in respect to all the Resolutions contained in the Notice of the AGM of the Company held on Friday, 22<sup>nd</sup> September, 2023 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) at 01:00 P.M.

1. Copy of the Scrutinizer's Report
2. Voting Result as per Regulation 44(3) 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**

**Nidhi Khaitan**  
**Company Secretary & Compliance Officer**

**Consolidated Report of Scrutinizer**

[Pursuant to Section 108 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 105<sup>th</sup> Annual General Meeting (AGM) of Naga Dhunseri Group Limited held on Friday, 22<sup>nd</sup> September, 2023 at 1.00 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 105<sup>th</sup> Annual General Meeting ("AGM") of the Company, held on Friday, 22<sup>nd</sup> September, 2023 at 1.00 P.M. through VC/ OAVM.

The notice dated 30<sup>th</sup> May, 2023, as confirmed by the Company was sent to the shareholders 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 Nos. 10/2022 dated 28th December 2022 read with Circular Nos. 20/2020 dated 5th May 2020; 02/2021 dated 13th January, 2021; 19/2021 dated 8th December, 2021; 21/2021 dated 14th December, 2021 and 2/2022 dated 5<sup>th</sup> May 2022 (collectively referred to as "MCA circulars") and SEBI Circulars dated 12th May, 2020; 15th January, 2021, 13<sup>th</sup> May, 2022 and 5<sup>th</sup> January 2023 in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode.

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 105<sup>th</sup> 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 Tuesday, 19<sup>th</sup> September 2023 (at 09.00 am) to Thursday, 21<sup>st</sup> September 2023 (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. Friday, 15<sup>th</sup> September 2023) were entitled to vote on the resolutions (Item no. 1 to 3 as set out in the Notice dated 30<sup>th</sup> May, 2023 of 105<sup>th</sup> 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 31<sup>st</sup> March, 2023 and the Reports of the Board of Directors and Auditors thereon.

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

<b><i>Mode of Voting</i></b>	<b><i>No. of Folios casting Votes</i></b>	<b><i>Total No. of Votes cast (Shares)</i></b>	<b><i>% of Total No. of valid Votes cast</i></b>
Remote E-voting	35	743461	100.00%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>35</b>	<b>743461</b>	<b>100.00%</b>



ii. Voted **against** the resolution:

<i><b>Mode of Voting</b></i>	<i><b>No. of Folios casting Votes</b></i>	<i><b>Total No. of Votes cast (Shares)</b></i>	<i><b>% of Total No. of valid Votes cast</b></i>
Remote E-voting	2	2	0.00%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>2</b>	<b>2</b>	<b>0.00%</b>

## iii. Invalid votes:

<i><b>Mode of Voting</b></i>	<i><b>No. of Folios casting Votes</b></i>	<i><b>Total No. of Votes cast (Shares)</b></i>
Remote E-voting	1	4014
E-voting at the AGM	0	0
<b>Total</b>	<b>1</b>	<b>4014</b>

\* - Rounded Off

## Item no.2

## 2. As an Ordinary Resolution-

Declaration of dividend on Equity Share at Rs. 2.50 per Equity Share for the year ended 31<sup>st</sup> March, 2023.i. Voted **in favour** of the resolution:

<i><b>Mode of Voting</b></i>	<i><b>No. of Folios casting Votes</b></i>	<i><b>Total No. of Votes cast (Shares)</b></i>	<i><b>% of Total No. of valid Votes cast</b></i>
Remote E-voting	36	743462	100.00%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>36</b>	<b>743462</b>	<b>100.00%</b>

ii. Voted **against** the resolution:

<i><b>Mode of Voting</b></i>	<i><b>No. of Folios casting Votes</b></i>	<i><b>Total No. of Votes cast (Shares)</b></i>	<i><b>% of Total No. of valid Votes cast</b></i>
Remote E-voting	1	1	0.00%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00%</b>

## iii. Invalid votes:

<i><b>Mode of Voting</b></i>	<i><b>No. of Folios casting Votes</b></i>	<i><b>Total No. of Votes cast (Shares)</b></i>
Remote E-voting	1	4014
E-voting at the AGM	0	0
<b>Total</b>	<b>1</b>	<b>4014</b>

\* - Rounded Off



**Item no.3****3. As an Ordinary Resolution**

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:**

<b>Mode of Voting</b>	<b>No. of Folios casting Votes</b>	<b>Total No. of Votes cast (Shares)</b>	<b>% of Total No. of valid Votes cast</b>
Remote E-voting	33	615076	100.00%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>33</b>	<b>615076</b>	<b>100.00%</b>

**ii. Voted against the resolution:**

<b>Mode of Voting</b>	<b>No. of Folios casting Votes</b>	<b>Total No. of Votes cast (Shares)</b>	<b>% of Total No. of valid Votes cast</b>
Remote E-voting	1	1	0.00%
E-voting at the AGM	0	0	0.00%
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00%</b>

**iii. Invalid votes:**

<b>Mode of Voting</b>	<b>No. of Folios casting Votes</b>	<b>Total No. of Votes cast (Shares)</b>
Remote E-voting	1	4014
E-voting at the AGM	0	0
<b>Total</b>	<b>1</b>	<b>4014</b>

\* - 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 : 22<sup>nd</sup> September, 2023

Counter Signed by the Chairperson  
of the meeting :-

*Ambar Khatu*



Yours faithfully,

**K. C. DHANUKA & CO.**  
Company Secretaries

*K. C. Dhanuka*

**K. C. DHANUKA**

Proprietor

FCS-2204, CP-1247

Peer Review Certificate No. 2776/2022

UDIN: F002204E001059436

*22/09/2023*

**NAGA DHUNSERI GROUP LTD.**

AGM Attended and Voting Summary AGM

Format for Voting Result

Date of the AGM	22-Sep-23
Total Number of Shareholders on Record Date	2353
<b>No. of Shareholders Present in the Meeting Either in Person or Through Proxy :</b>	
Promoter & Promoter Group	
Public	
<b>Total</b>	
<b>No. of Shareholders Attended the Meeting Through Video Conferencing :</b>	
Promoter & Promoter Group	10
Public	12
<b>Total</b>	<b>22</b>

1 To receive, consider and adopt the Audited Stand alone and Consolidated Financial Statements of the Company for the Financial Year 2022-23 together with the Reports of the Board of Directors and Auditors thereon								
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?					No			
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	7637	2.89480	7635	2	99.97381	0.02619
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7637	2.89480	7635	2	99.97381	0.02619
<b>Total</b>		<b>1000000</b>	<b>743463</b>	<b>74.34630</b>	<b>743461</b>	<b>2</b>	<b>99.99973</b>	<b>0.00027</b>

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, 2023						
Whether Promoter / Promoter Group Are Interested In The Agenda / Resolution ?				No				
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	7637	2.89480	7636	1	99.98691	0.01309
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7637	2.89480	7636	1	99.98691	0.01309
<b>Total</b>		<b>1000000</b>	<b>743463</b>	<b>74.34630</b>	<b>743462</b>	<b>1</b>	<b>99.99987</b>	<b>0.00013</b>



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 ?					Yes			
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	607440	82.55213	607440	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		607440	82.55213	607440	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	7637	2.89480	7636	1	99.98691	0.01309
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		7637	2.89480	7636	1	99.98691	0.01309
<b>Total</b>		<b>1000000</b>	<b>615077</b>	<b>61.50770</b>	<b>615076</b>	<b>1</b>	<b>99.99984</b>	<b>0.00016</b>

The Ordinary Resolutions as set out in the AGM Notice dated 30.05.2023 has been passed by the Members by requisite majority.