



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/8/2024

08.11.2024

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 – Postal Ballot

Dear Sir/Madam,

In continuation to our intimation vide letter dated 8th October, 2024 of Postal Ballot Notice for seeking approval of shareholders for appointment of Mr. Rajendra Kumar Gupta (DIN: 00012336) as Non-Executive Independent Director of the Company by means of Special Resolution, we are enclosing the following documents:

- a) Copy of Scrutinizer's Report, dated 8th November, 2024.
- b) Voting Results with respect to the resolution set out in the Postal Ballot Notice in terms of the provisions of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In this regard, please note that the results of the Postal Ballot have been announced on i.e., 8th November, 2024 at the Registered Office of the Company and as per the Scrutinizer's Report, the Resolution relating to the above mentioned business, as contained in the Postal Ballot Notice have been passed with the requisite 3/4th majority on 7th November, 2024 (the last date for e-voting).

The Voting Results along with the Scrutinizer's Report are also being made available on the Company's website at www.nagadhunserigroup.com

We request you to kindly take the above information in your records.

Kindly acknowledge the receipt.

Thanking You

Yours Faithfully,
For Naga Dhunseri Group Limited

Nidhi Khaitan

Nidhi Khaitan
Company Secretary & Compliance Officer



Encl: As above

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the
Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

I, Kailash Chandra Dhanuka, Practicing Company Secretary (FCS-2204/ CP-1247) and proprietor of M/s. K.C. Dhanuka & Co., Company Secretaries, Kolkata having been appointed, as the Scrutinizer by the Board of Directors of Naga Dhunseri Group Limited ("Company") in their meeting held on 01st October, 2024, for the purpose of scrutinizing the Postal Ballot, conducted through remote e-voting, in a fair and transparent manner in respect of the resolution stated in the Notice of the Postal Ballot dated 01st October, 2024 proposed to be passed through Electronic Voting (remote e-voting), hereby submit my report as under:

1. The notice dated 01st October, 2024, 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. 11/2022 dated 28th December 2022; Circular Number 09/2023 dated 25th September 2023 and Circular Number 09/2024 dated 19th September, 2024 (in continuation to the circulars issued earlier in this regard) (collectively referred to as "MCA circulars") and SEBI Circulars dated 12th May, 2020; 15th January 2021, 13th May 2022 and 5th January 2023 in respect of the below mentioned resolution passed at Postal Ballot of the Company through electronic mode.
2. In accordance with the Notice dated 01st October, 2024, electronically mailed to the registered e-mail addresses of the Shareholders (as on 04th October 2024), in respect of the below mentioned resolution to be passed, the remote e-voting commenced from 09.00 A.M. IST on Wednesday, the 09th October 2024 and ended at 05.00 P.M. IST on Thursday, the 07th November, 2024. The remote e-voting facility was offered by National Securities Depository Limited (NSDL). At the end of the voting period, we downloaded the Members' demographic details, their voting rights and voting pattern from NSDL's e-voting platform (<https://www.evoting.nsdl.com>).
3. The Shareholders holding shares as on the "cut off" date, i.e., 04th October, 2024 were entitled to vote on the proposed resolution as mentioned in the Notice of the Postal Ballot.
4. The e-voting results downloaded from the e-voting website of the NSDL (<https://www.evoting.nsdl.com>), showing equity shareholders who have voted "For" and "Against", are being handed over to the Chairman.

**KAILASH
CHANDRA
DHANUKA**

Digitally signed by KAILASH CHANDRA
DHANUKA
DN: cn=KAILASH CHANDRA DHANUKA,
o=KAILASH CHANDRA DHANUKA,
ou=KAILASH CHANDRA DHANUKA,
email=kailash.dhanuka@kailashdhanuka.com,
c=IN

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5. The results of the voting are as under:

A. As a Special Resolution:

Appointment of Mr. Rajendra Kumar Gupta (DIN: 00012336) as an Independent Director of the Company

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>
E-voting	37	735549	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>
E-voting	1	1	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>
E-voting	0	0

*- Rounded Off

Thanking you,

Place : Kolkata

Dated: 08th November, 2024

Yours faithfully,
K.C. DHANUKA & CO
Company Secretaries

KAILASH CHANDRA
DHANUKA

K. C. DHANUKA
Proprietor
FCS-2204, CP-1247
Peer Reviewer Certificate No. 2776/2022
UDIN: F002204F001960149

Countersigned by Chairman:

CHANDRA
KUMAR
DHANUKA

Digitally signed by CHANDRA
KUMAR DHANUKA
Date: 2024.11.08 13:06:06
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NAGA DHUNSERI GROUP LTD

Postal Ballot Voting Summary

Cut Off Date for Evoting	04-10-2024
Voting start date	09-10-2024
Voting end date	07-11-2024
Total Number of Shareholders on Record Date	2618

No. of Shareholders voted through e-voting through postal ballot process	
Promoter & Promoter Group	10
Public	28
Total	38

1 APPOINTMENT OF MR. RAJENDRA KUMAR GUPTA (DIN: 00012336) AS AN INDEPENDENT DIRECTOR OF THE COMPANY								
Whether Promoter / Promoter Group are interested in the Agenda/Resolution?			No					
Resolution Required(Ordinary /Special)			Special 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	734214	99.7809	734214	0	100.0000	0.0000
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)							
	Total		734214	99.7809	734214	0	100.0000	0.0000
Public-Institutional holders	Remote Evoting	356	0	0.0000	0	0		
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)							
	Total		0	0.0000	0	0		
Public-Non Institution holders	Remote Evoting	263818	1336	0.5064	1335	1	99.9251	0.0749
	Evoting at AGM		0	0.0000	0	0		
	Postal Ballot (if applicable)							
	Total		1336	0.5064	1335	1	99.9251	0.0749
Total		1000000	735550	73.5550	735549	1	99.9999	0.0001

The Resolution as set out in the Postal Ballot Notice dated 1st October, 2024 has been passed by the Members by requisite majority.

As per Secretarial Standard II the aforesaid resolution is deemed to be passed on 7th November, 2024 being the last date of the postal ballot remote e-voting.