



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: NDG/7A/2019/

Date: 25.02.2019

The Secretary
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G, 5th Floor
Bandra Kurla Complex, Bandra (E),
Mumbai-400051

PAN- AABCN0997R
Symbol- (NDGL)

Dear Sirs,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Please find enclosed herewith the Postal Ballot Notice ("Notice") along with the Postal Ballot Form as approved by the Board of Directors at their meeting held on 8th February, 2019, pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for seeking approval of the Members of the Company in respect of the business as mentioned in the Notice annexed herewith.

The Notice along with the Explanatory Statement has been sent to all the Members whose email ID's are registered with the Depository Participants or the Registrar and Share Transfer Agent and physical copies will be send through permissible mode to the Members whose email ID's are not registered. The cut-off date for sending the Notice to all the shareholders of the Company whose names appear in the Register of Members of the Company as on Friday, 8th February, 2019.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to its Members. The e-voting period will commence on Sunday, 24th February, 2019 at 9:00 A.M (IST) and end on Monday, 25th March, 2019 at 5:00 P.M. (IST). The results of the Postal Ballot will be announced on Tuesday, 26th March, 2019.

This is for your kind information and records.

Thanking You.

Yours faithfully,

For **NAGA DHUNSERI GROUP LTD.**

Chitra Thakwani

Chitra Thakwani
Company Secretary & Compliance Officer
ACS 54009

NAGA DHUNSERI GROUP LIMITED

CIN: L01132WB1918PLC003029

Registered Office: 'Dhunseri House', 4A, Woodburn Park, Kolkata 700 020

Tel: 91 033 2280 1950 (5 lines); Fax: 91 033 2287 8995

Email: mail@nagadhunserigroup.com; Website: www.nagadhunserigroup.com

POSTAL BALLOT NOTICE

**To
The Members,**

NOTICE IS HEREBY GIVEN pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), to seek approval of the Members of the Company, to the appended resolutions through Postal Ballot (including electronic voting).

The explanatory statement pursuant to Section 102 of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof is also annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors has appointed Mr. Md. Shahnawaz (ACS 21427; CP 15076), Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner, to scrutinize the voting done through Postal Ballot / e-voting and to submit his report of voting. He has communicated his willingness to be appointed for the said purpose.

Members have the option to vote either by Postal Ballot or through e-voting. Members opting to vote by Postal Ballot are requested to read the instructions printed on the Postal Ballot Form and return the same, completed and signed in the enclosed self-addressed envelope (stamp affixed), so as to reach the Scrutinizer on or before the close of working hours (5:00 P.M. IST) on Monday, 25th March, 2019. Members who opt for e-voting are requested to read the instructions given in the notes forming part of this notice.

Based on the Scrutinizer's Report, the Results of the Postal Ballot / e-voting will be declared on Tuesday, 26th March, 2019 at the Registered Office of the Company. The declared Results along with the Scrutinizer's Report, will be available on the Company's website www.nagadhunserigroup.com and will also be forwarded to the Stock Exchange where the Company's shares are listed i.e. NSE. A copy of the result will also be forwarded to National Securities Depository Limited (NSDL) engaged by the Board of the Directors of the Company for facilitating e-voting and displaying the Results on its website www.evoting.nsdl.com.

In event of the resolution being passed by requisite majority, the date of passing the resolution shall be deemed to be Tuesday, 26th March, 2019, viz. the date of declaration of results.

SPECIAL BUSINESS:

1) Continuation of the directorship of Mr. I. K. Kejriwal as a Non-Executive Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, dated 9th May, 2018, the consent of the members of the Company be and are hereby accorded for the continuation of the directorship of the Mr. I. K. Kejriwal, who was appointed as an Independent Director of the Company for a period of 5 years w.e.f. 1st October, 2014 and who has attained the age of 75 years for the remaining period of his existing term, i.e. upto 30th September, 2019, as an Independent Director of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper and expedient in this regard.

2) Continuation of the directorship of Mr. G. R. Goenka as a Non-Executive Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, dated 9th May, 2018, the consent of the members of the Company be and are hereby accorded for the continuation of the directorship of Mr. G. R. Goenka, who was appointed as an Independent Director of the Company for a period of 5 years w.e.f. 1st October, 2014 and who has attained the age of 75 years for the remaining period of his existing term, i.e. upto 30th September, 2019, as an Independent Director of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper and expedient in this regard.

**By Order of the Board
For NAGA DHUNSERI GROUP LIMITED**

**Place: Kolkata
Date: 8th February, 2019**



**Chitra Thakwani
Company Secretary & Compliance Officer
ACS 54009**

NOTES:

- i. The explanatory statements pursuant to section 102 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder in respect of the business set out above are annexed hereto.
- ii. The Board of Directors of the Company has appointed Mr. Md. Shahnawaz, Practicing Company Secretary (ACS 21427; CP 15076), 16A Abdul Hamid Street, 5th Floor, Room No. 501, Kolkata - 700069 as Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner.
- iii. The Postal Ballot notice is being sent to the Members whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories on 8th February, 2019 and the voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th February, 2019. The Postal Ballot Notice is being sent in electronic mode to those Members who have their e-mail addresses registered with the Company or with the Depositories and in physical mode to the other Members.
- iv. The business set out in the Notice may be transacted through electronic voting system. The Company is pleased to provide you with the facility of voting through electronic means in terms of the provisions of section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and as per Regulation 44 of SEBI (LODR) Regulations, 2015.
- v. Member(s) desirous of exercising e-voting are requested to follow the instructions carefully given in this Postal Ballot Notice. The voting through electronic means will commence on Sunday, 24th February, 2019 at 9:00 A.M. IST and will end on Monday, 25th March, 2019 at 5:00 P.M. IST. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
- vi. Member(s) desirous of exercising voting through Postal Ballot Form are requested to read the instructions carefully printed on the Postal Ballot Form. The duly completed Postal Ballot Form is to be sent in the self-addressed envelope (stamp affixed), to the Scrutinizer not later than the close of working hours on Monday, 25th March, 2019 at 5:00 P.M. IST. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or photocopy thereof is permitted. Postage has been paid by the Company. The envelopes containing Postal Ballots if sent by courier at the expense of the registered shareholder will also be accepted.
- vii. Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid.
- viii. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be announced by the Chairman or by any Director of the Company, as may be authorised by the Chairman, on 26th March, 2019, at the Registered Office of the Company. The results along with the Report will be posted on the website of the Company www.nagadhunserigroup.com besides communicating to the Stock Exchange where the shares of the Company are listed.
- ix. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Naga Dhunseri Group Limited, 'Dhunseri House', 4A, Woodburn Park, Kolkata - 700 020 or at email : mail@nagadhunserigroup.com or any query pertaining to electronic voting may be addressed to Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 or at email: rajivr@nsdl.co.in.
- x. The Resolutions, if passed by requisite majority, will be deemed to be passed on the date of declaration of results. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.

The procedure with respect to e-voting is provided below: -

I. In case of Members who receive the Postal Ballot Notice in electronic mode:

(a) Open the e-mail and PDF file viz. 'NDGL e-voting.pdf' with your Client ID No. or Registered Folio No. as password for e-voting. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "NDGL e-voting.pdf".

(b) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on 'Shareholder-Login'.

(c) Insert user ID and password as initial password stated in (a) above. Click on 'Login'.

(d) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits/characters on combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.

(e) Home page of e-voting opens. Click on e-voting: Active Voting Cycles and select the Electronic Voting Event Number (EVEN) of Naga Dhunseri Group Limited.

(f) Now you are ready for e-voting as 'Cast Vote' page opens.

(g) Cast your vote by selecting appropriate option and click on 'Submit'. Thereafter click on 'Confirm' when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.

(h) Thereafter the message 'Vote Cast Successfully' will be displayed.

(i) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csmdshah@gmail.com and mail@nagadhunserigroup.com with a copy marked to evoting@nsdl.co.in

II. In case of Members who receive the Postal Ballot Notice by post:

(a) User ID and initial password are provided in the Postal Ballot Form.

(b) Please follow the steps from SI. Nos. (b) to (i) mentioned (I) above, to cast your vote.

III. Members already registered with NSDL for e-voting can use their existing USER ID and password for Login:

Thereafter please follow the steps from SI. Nos. (e) to (i) mentioned in (I) above, to cast your vote.

In case, shareholders are holding shares in DEMAT mode, USER ID is the combination of (DPID + Client ID).

In case, shareholders are holding shares in physical mode, USER ID is the combination of (Even No. + Folio No.)

IV. In case of any query/grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com or contact:

(a) Mr. Amit Vishal, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing 4th & 5th Floors, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400 013 at phone No.022-2499 4360 or toll free No.1800222990 or at e-mail ID AmitV@nsdl.co.in

(b) Ms. Chitra Thakwani, Company Secretary & Compliance Officer, at phone No. 033-2280-1950 (5 lines) or at e-mail ID mail@nagadhunserigroup.com.

V. Shareholders who forgot the User ID Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" Option available on www.evoting.nsdl.com

VI. E-voting starts at 9.00 A.M. (IST) on Sunday, 24th February, 2019 and ends at 5.00 P.M. (IST) on Monday, 25th March, 2019, when e-voting will be blocked by NSDL.

VII. There will be one vote for every Client ID No. / Registered Folio No. irrespective of the joint holders.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, dated 9th May, 2018, prescribes that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. I. K. Kejriwal who was appointed as an Independent Director w.e.f. 1st October, 2014, by the members at their 96th Annual General Meeting of the Company held on 4th September, 2014, for a period of five year, has attained the age of 75 years.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Nomination and Remuneration Committee discussed the matter and recommended the continuation of Directorship of Mr. I. K. Kejriwal for the remaining period of his term.

Mr. I. K. Kejriwal is a B.Com Graduate and is having more than 50 years of experience in business. He contributes effectively in the deliberations of the Board and Committee Meetings it would be in the interest of the Company to continue the directorship of Mr. I. K. Kejriwal as a Non-Executive Independent Director.

The Board, based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise and experience of Mr. I. K. Kejriwal, has recommended the resolution for approval of Shareholders by way of special resolution.

Except Mr. I. K. Kejriwal, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 2.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, dated 9th May, 2018, prescribes that no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. G. R. Goenka who was appointed as an Independent Director w.e.f. 1st October, 2014, by the members at their 96th Annual General Meeting of the Company held on 4th September, 2014, for a period of five year, has attained the age of 75 years.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Nomination and Remuneration Committee discussed the matter and

recommended the continuation of Directorship of Mr. G. R. Goenka for the remaining period of his term.

Mr. G. R. Goenka is a Master in Commerce and LLB and is having more than 50 years of experience in finance and industry. He contributes effectively in the deliberations of the Board and Committee Meetings and it would be in the interest of the Company to continue the directorship of Mr. G. R. Goenka as a Non-Executive Independent Director.

The Board, based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise and experience of Mr. G. R. Goenka, has recommended the resolution for approval of Shareholders by way of special resolution.

Except Mr. G. R. Goenka, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

**By Order of the Board
For Naga Dhunseri Group Limited.**

**Place: Kolkata
Date: 8th February, 2019**



**Chitra Thakwani
Company Secretary & Compliance Officer
ACS 54009**

NAGA DHUNSERI GROUP LIMITED

CIN: L01132WB1918PLC003029

Registered Office: 'Dhunseri House', 4A, Woodburn Park, Kolkata - 700020

Tel: 91 033 22801950 (5 lines); Fax: 91 033 2287 8995

Email: mail@nagadhunserigroup.com; Website: www.nagadhunserigroup.com

POSTAL BALLOT FORM

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

- (1) Name(s) of Member(s) :
Including joint holders, if any
- (2) Registered Address of the Sole/ :
First named Member

- (3) DP ID No. / Client ID No./ :
Registered Folio No.

- (4) No. of Shares held :

- (5) I/We hereby exercise my/our vote in respect of the following Resolution(s) to be passed through Postal Ballot and e-voting for the business stated in the Postal Ballot Notice dated 8th February, 2019, issued by conveying my/our assent or dissent to the said Resolution(s) by placing the tick mark (✓) in the appropriate box below:

Description	No. of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Business:			
(1) Continuation of the directorship of Mr. I. K. Kejriwal as a Non-Executive Independent Director.			
(2) Continuation of the directorship of Mr. G. R. Goenka as a Non-Executive Independent Director.			

Place :

Date :

.....
Signature of the Member /

Authorised Representative

ELECTRONIC VOTING PARTICULARS

Members opting to vote through e-voting, instead of voting through the Physical Ballot, may access the e-voting facility through the web link, <http://www.evoting.nsdl.com>. Particulars for e-voting are as under :

Electronic Voting Event Number (EVEN)	User ID	Password

NOTE: PLEASE READ THE INSTRUCTION CAREFULLY BEFORE EXERCISING YOUR VOTE.

GENERAL INFORMATION:

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility to enable them to send their assent or dissent by Post. The Members who wish to opt for e-voting are requested to refer the e-voting instructions as mentioned in the notes to the Postal Ballot Notice.
2. Members can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot. In case you are opting for vote by e-voting, then please do not vote by Postal Ballot and vice versa. In case Members cast their votes both by e-voting and Postal Ballot, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot form shall be considered invalid.
3. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post in Physical Ballot Form to declare the final result for each of the resolution(s) forming part of the Postal Ballot Notice.
4. A Member desiring to cast their vote by Postal Ballot should complete and sign this ballot form and send it to the Scrutinizer, Mr. Md. Shahnawaz, Practicing Company Secretary, duly appointed by the Board of Directors of the Company in the enclosed self-addressed envelope (stamp affixed).
5. The Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one form for every folio/client id irrespective of number of joint holders. A power of attorney (POA) holder may vote on behalf of the Member mentioning the registration no. of the POA or enclosing an attested copy of the POA.
6. In case of shares held by the Companies, Bodies Corporate, Trust, Societies etc, the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with attested specimen signature(s) of the duly authorized signatory (ies).
7. Votes should be cast in case of each of the resolution(s) either in favor or against by placing a tick mark (✓) in the appropriate column provided in Ballot Form for assent/dissent.
8. The voting rights of the Shareholders shall be in proportion to their shares of the paid up share capital of the Company as on 8th February, 2019 ("Cut Off Date") as per the Register of the Members of the Company and as informed to the Company by the Depositories in case of beneficial owners.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (05:00 P.M) on Monday, 25th March, 2019. Postal Ballot Forms received after this date will be considered invalid.
10. A Member may request for a duplicate copy Postal Ballot Form, by writing to the Company at 'Dhunseri House', 4A, Woodburn Park, Kolkata- 700020, or at email id mail@nagadhunserigroup.com. However the duly filled in and signed duplicate ballot form should reach the Scrutinizer not later than the date specified in Sr. No. 9 above.
11. Unsigned, incomplete, improperly or incorrectly tick mark Ballot Form will be rejected. A Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Members or the number of votes or as to whether the votes are in favour or against.
12. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed envelope (stamp affixed) as all envelopes will be sent to Scrutinizer and any other paper found in such envelope would be destroyed by the Scrutinizer.
13. The Scrutinizer's decision on the validity of a Postal Ballot Form and other related matters will be final.