



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: NDGL/7A/2019/

Date: 26.03.2019

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)

Sub: Result of Postal Ballot and E-voting

Dear Sir/Madam,

In regard to our intimation w.r.t. Postal Ballot dated February 25, 2019, please find enclosed herewith the following:

1. Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Scrutinizer's Report dated March 26, 2019.

Based on the Scrutinizer's report, we wish to inform you that the resolutions mentioned in the said Postal Ballot Notice have been passed by the Members of the Company with requisite majority.

The Results along with Scrutinizer's Report are available on the Company's website (Web link: <http://www.nagadhunserigroup.com/investors.html>)

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 LTD - Attended and Voting Summary

Format for Voting Result

Date of the	February 08,2019
Total Number of Shareholders on record date	1561
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	0
Public	0
Total	0
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 Special Business:		Continuation of the directorship of Mr. I. K. Kejriwal as a Non-Executive Independent Director.							
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	No of Holders Voted
Promoter & Promoter Group	E-Voting	735826	734214	99.78090	734214	0	100.00000		11
	Poll		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.		
	Total		734214	99.78090	734214	0	100.00000		
Public - Institutional holders	E-Voting	792	0		0	0			0
	Poll		0		0	0			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.		
	Total		0		0	0			
Public - Non Institution	E-Vote	263382	33871	12.86000	33871	0	100.00000		19
	Poll		0	0.00000	0	0			
	Postal Ballot (if applicable)		278	0.10560	278	N.A.	100.00000	N.A.	
	Total		34149	12.96560	34149	0	100.00000		

Chitra

Total 1000000 768363 76.83630 768363 0 100.00000 0.00000 30

2 Special Business:		Continuation of the directorship of Mr. G. R. Goenka as a Non-Executive Independent Director.							
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	No of Holders Voted
Promoter & Promoter Group	E-Voting	735826	734214	99.78090	734214	0	100.00000		11
	Poll		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.		
	Total		734214	99.78090	734214	0	100.00000		
Public - Institutional holders	E-Voting	792	0		0	0			0
	Poll		0		0	0			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.		
	Total		0		0	0			
Public - Non Institution	E-Vote	263382	33871	12.86000	33871	0	100.00000		19
	Poll		0	0.00000	0	0			
	Postal Ballot (if applicable)		278	0.10560	278	N.A.	100.00000	N.A.	
	Total		34149	12.96560	34149	0	100.00000		
Total		1000000	768363	76.83630	768363	0	100.00000	0.00000	30





SCRUTINIZER'S REPORT

To,
The Chairman
Naga Dhunseri Group Limited
Dhunseri house, 4A, Woodburn Park,
Kolkata- 700020

Sub: Scrutinizer's Report on voting through Postal Ballot, including remote e-voting, conducted by Naga Dhunseri Group Limited

Dear Sir,

1. The Board of Directors of **Naga Dhunseri Group Limited** (the Company) has appointed me as a Scrutinizer vide its resolution dated February 8, 2019, for conducting the postal ballot voting process in respect of the following resolutions as contained in the Postal Ballot Notice dated February 8, 2019:
 - a. **Resolution No. 1 (Special Resolution)** –Continuation of directorship of Mr. I. K. Kejriwal as Non-Executive Independent Director
 - b. **Resolution No. 2 (Special Resolution)** –Continuation of directorship of Mr. G. R. Goenka as Non-Executive Independent Director

The Company had despatched to the members, a postage prepaid envelope, which was addressed to the scrutinizer bearing the address of Company along with the Notice of Postal Ballot and Postal Ballot Form.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting through postal ballots by the shareholders on the resolutions proposed in the notice of postal ballot is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of postal ballot forms are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. till 5 p.m. on March 25, 2019.

2. I submit my report on the postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Postal Ballot Notice dated February 8, 2019, as under:
 - a. As per the information provided to me, the Company had completed despatch of Postal Ballot Notice to the members, through electronic mode to those members whose e-mail IDs were registered with the Company or depository, as the case may be, and to other members, in hard copy through courier. The electronic transmission and dispatch of hard copy of Postal Ballot Notice were completed on February 23, 2019.
 - b. The voting commenced at 9.00 a.m. (IST) on Sunday, February 24, 2019 and ended at 5.00 p.m. (IST) on Monday, March 25, 2019.



- c. The Company had engaged NSDL for providing e-voting facility to the members of the Company to cast their vote, and members were given option to cast their vote either by postal ballot or e-voting.
- d. Particulars of all the postal ballots received from the Members have been entered in a Register separately maintained for the purpose.
- e. The postal ballot forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
- f. After the end of the voting period, the Portal where votes have been cast was blocked and the same has been unblocked in the presence of two witnesses not in the employment of the Company.
- g. The ballot box was opened in the presence of Mr. C K Dhanuka, Chairman of the Company and in the presence of two witnesses not in the employment of the Company.
- h. The postal ballots, including e-voting data, were scrutinized by me for verification of votes cast in favour and against the resolutions and the shareholding of each of the members were matched/ confirmed with the Register of Members of the Company as on February 8, 2019.
- i. All postal ballot forms received upto the close of working hours upto 5:00 p.m. on Monday, March 25, 2019, being the end time and last date fixed by the Company for receipt of the forms/e-voting were considered for scrutiny.
- j. The envelopes containing postal ballot forms received after 5.00 p.m. on Monday, March 25, 2019, are not considered for the purpose of this report and were not opened.
- k. Envelopes containing postal ballot forms which were returned undelivered were not opened.
- l. I have not found any defaced/ mutilated postal ballot form.
- m. Details of the **Ballot Forms** received are as under:

Resolution No.	Total Number ballot paper received	No. of Equity shares Held
Resolution No. 1	14	278
Resolution No. 2	14	278

None of the postal ballot forms were received with the defect as mentioned in the instructions to the postal ballot form.

- n. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar and Share Transfer Agent of the Company.



- o. Details of the votes cast on the e-voting platform are as under:

Resolution No.	Total Number of shareholders who have cast their vote on the e-voting platform	No. of Equity shares
Resolution No. 1	16	7,68,085
Resolution No. 2	16	7,68,085

After the time fixed for closing of the e-voting, i.e. 5.00 p.m. on Monday, March 25, 2019, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://www.evoting.nsdl.com> of NSDL, the Authorised Agency to provide e-voting facility. Data regarding the e-votes has been diligently scrutinized.

- p. The details of valid votes cast "FOR" and "AGAINST" through ballot papers between February 24, 2019 and March 25, 2019 are as under:

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity Shares	%	No. of Equity Shares	%
Resolution No. 1	14	278	278	100.00%	Nil	Nil
Resolution No. 2	14	278	278	100.00%	Nil	Nil

- q. The details of valid votes cast "FOR" and "AGAINST" under the e-voting platform held between February 24, 2019 and March 25, 2019, are as under:

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity Shares	%	No. of Equity Shares	%
Resolution No. 1	16	7,68,085	7,68,085	100.00%	Nil	Nil
Resolution No. 2	16	7,68,085	7,68,085	100.00%	Nil	Nil

- r. The consolidated report on the votes cast through the ballot papers and e-voting platform held between February 24, 2019 and March 25, 2019, is as below:

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity Shares	%	No. of Equity Shares	%
Resolution No. 1	30	7,68,363	7,68,363	100.00%	Nil	Nil
Resolution No. 1	30	7,68,363	7,68,363	100.00%	Nil	Nil



RESULTS:

Item No. 1 –Special Resolution

Continuation of directorship of Mr. I. K. Kejriwal as Non-Executive Independent Director

As 100.00% votes casted in favour of the Resolution, I report that the Special Resolution as set forth in item No. 1 of Postal Ballot Notice dated February 8, 2019 has been approved by the shareholders with requisite majority.

Item No. 2 –Special Resolution

Continuation of directorship of Mr. G. R. Goenka as Non-Executive Independent Director

As 100.00% votes casted in favour of the Resolution, I report that the Special Resolution as set forth in item No. 2 of Postal Ballot Notice dated February 8, 2019 has been approved by the shareholders with requisite majority

3. A compact disc containing list of members who have voted either “For” or “Against” is enclosed with this report.
4. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,
M Shahnawaz & Associates
Practicing Company Secretaries

Md. Shahnawaz

Md. Shahnawaz
Proprietor
Membership No.: 21427
CP No.: 15076



Kolkata, March 26, 2019