

NOTICE

NOTICE is hereby given that the 99th Annual General Meeting (AGM) of the Members of NAGA DHUNSERI GROUP LIMITED will be held on Tuesday, the 8th day of August, 2017 at 'Kala Kunj', Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata - 700 017 at 03.30 P.M. to transact the following business :

ORDINARY BUSINESS :

1. Adoption of the Financial Statements

To receive, consider and adopt the audited Financial Statements (including audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2017 and the Reports of the Directors' and Auditors' thereon.

2. Declaration of a dividend

To declare a dividend of ₹ 2.50 per equity share for the financial year ended 31st March, 2017.

3. Appointment of Director

To appoint a director in place of Mrs. Aruna Dhanuka (DIN : 00005677) who retires by rotation and being eligible offers herself for re-appointment.

4. Appointment of Statutory Auditors

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and pursuant to recommendation of the Audit Committee and the Board of Director M/s. Dhandhanika & Associates., Chartered Accountants (Firm Registration No. 316052E) be and are hereby appointed as the Auditors of the Company in place of M/s. S. S. Kothari & Co., Chartered Accountants whose tenure expires at the ensuing Annual General Meeting of the Company, to hold office from the conclusion of the 99th AGM until the conclusion of 104th AGM, (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting), and the Board of Directors be and are hereby authorised to fix remuneration in consultation with the Auditors.

Place : Kolkata

Dated : The 30th day of May, 2017

By Order of the Board
Naga Dhunseri Group Limited
SHILPA AGARWAL
Company Secretary

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed hereto. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 2nd August, 2017 to Tuesday, 8th August, 2017 (both days inclusive).
3. Subject to provisions of Section 126 of the Companies Act, 2013, dividend for the financial year ended 31st March, 2017, as recommended by the Board, if approved at the AGM, will be paid on or after Wednesday, the 16th August, 2017 :
 - a) To those Members whose names appear in the Register of Members of the Company as on 8th August, 2017 after giving effect to all valid Share Transfers in physical form lodged with the Company before 2nd August, 2017.
 - b) In respect of shares held in electronic form, to those "deemed members" whose names appear on the statements of beneficial ownership furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), at the end of business hour on 1st August, 2017.
4. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members.
5. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to the Company at its Registered Office or the Company's Registrar & Share Transfer Agent M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001.
6. 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.
7. The details of the director seeking re-appointment under Item No. 3 of this Notice is annexed hereto.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who

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have not registered their email address with the Company can now register the same by submitting their email address either to the Company Secretary or to M/s. Maheshwari Datamatics Pvt. Ltd. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.

9. The Notice of AGM, Annual Report and Admission Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Admission Slip etc. are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Admission Slip etc. in electronic mode are requested to print the Admission Slip and submit a duly filled in Admission Slip at the Registration Counter at the AGM. The Admission slip shall also be made available to them at the venue of the meeting.
10. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 99th AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, the 1st August, 2017 i.e. the cut-off date, are entitled to vote on the resolutions set forth in this Notice.

Members who do not have access to e-voting facility may complete and send the Ballot Form enclosed with the Notice of the AGM, so as to reach the Scrutinizer, Mr. Atul Kumar Labh (FCS-4848; CP-3238), Practicing Company Secretary, at the Registered Office of the Company, not later than 7th August, 2017. The instructions for filling the Ballot Form are given on the Form.

The members may cast their votes on electronic voting system from a place other than the venue of the meeting (i.e remote e-voting). The remote e-voting period will commence at 9.00 A.M. on Thursday, the 3rd August, 2017 and will end at 5.00 P.M. on Monday, the 7th August, 2017. 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 or through Ballot form, shall be eligible to vote at the AGM. The Company has appointed Mr. Atul Kumar Labh (FCS-4848; CP-3238), Practicing Company Secretary, 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".

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- ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- iii) Click on Shareholder-Login
- iv) Insert “User ID” 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/JPG 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 with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving by post the physical copy of the Notice of AGM and Admission Slip

- (i) User id and Password is provided, at the bottom of the Admission Slip as follows :

(E-Voting Event Number)	USER ID	PASSWORD

- (ii) Please follow all steps from Sr. No. (i) 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 1st August, 2017, 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.
- IV. Members who have acquired shares after the dispatch of the Annual Report and before the book closures may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or 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 or contact NSDL at the following toll free no. 1800 222 990.

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- V. The details of the voting results along with the Scrutinizer's Report, shall be submitted to the Stock Exchanges where the shares of the Company are listed within forty eight hours of conclusion of the AGM and shall also be placed on the company's website www.nagadhunserigroup.com and on NSDL's website www.evoting.nsdl.com simultaneously.
11. 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.
12. The Register of Directors and Key Managerial Personnel and their Shareholding Maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
13. Members who have not encashed their dividend warrants, if any, for the years 2009-10, 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15 are requested to contact the Company Secretary or M/s. Maheshwari Datamatics Private Limited. The unpaid or unclaimed dividend amounts lying with the Company as on the date of last AGM (9th August, 2016) has been uploaded on the Company's Website and also available on the Ministry of Corporate Affairs website.
14. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends not encashed / claimed within seven years from the date of such transfer will be transferred to the Investors Education and Protection Fund (IEPF) established under section 125(1) of the Companies Act, 2013. Further all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF as required by Section 124(6) of the Companies Act, 2013.
15. Members may communicate either with the Company Secretary or with the Company's Registrar and Share Transfer Agent for redressal of their queries, if any.
16. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to either to the Company Secretary or to M/s. Maheshwari Datamatics Private Limited.
17. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Admission Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Admission Slip and hand it over at the Registration Counter at the venue.
18. Members desiring any information relating to the accounts are requested to write to the Company Secretary 10 days in advance so as to enable the management to keep the information ready.

NOTES (Contd.)**Details of director seeking re-appointment in the forthcoming Annual General Meeting
[Information pursuant to Regulations 36(3) & 26(4) of SEBI (LODR) Regulation 2015]**

Name of Director	ARUNA DHANUKA DIN : 00005677
Date of Birth	05.09.1959
Date of Appointment	31.10.2005
Expertise in specific Functional areas	Occupation : Business Vast knowledge in the area of Finance & Investments.
Qualifications	Graduate
Directorship held in other Companies	Dhunseri Petrochem Ltd– Managing Director Dhunseri Investments Limited – Managing Director Mint Investments Limited Trimplex Investments Limited Madhuting Tea Private Limited Deepshika Modern Fashionware Private Limited
Membership / Chairmanship of Committees in other Public companies	Dhunseri Petrochem Limited - Investment Committee : Member Dhunseri Investments Limited - Audit Committee : Member - Share Transfer Committee : Member -Investment Committee : Member
Shareholdings in the Company	78,700

Place : Kolkata

Dated : The 30th day of May, 2017

By Order of the Board
Naga Dhunseri Group Limited
SHILPA AGARWAL
Company Secretary

ROUTE MAP OF THE MEETING VENUE

