



## NAGA DHUNSERI GROUP LIMITED

REGISTERED OFFICE : DHUNSERI HOUSE  
4A WOODBURN PARK, KOLKATA - 700 020

CIN NO.: L01132WB1918PLC003020  
E-mail: [hp@nagadhunserigroup.com](mailto:hp@nagadhunserigroup.com)  
website: [www.nagadhunserigroup.com](http://www.nagadhunserigroup.com)

Ref: NDG/7/7A/2017/ 112

09/08/2017

The Secretary  
The National Stock Exchange of  
India Ltd.,  
Exchange Plaza, Plot No. C/1, G -  
Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbasi - 400051  
Symbol - (NDGL)  
Pan No. AABCN0997R

The Calcutta Stock Exchange  
Association Ltd.  
7, Lyons Range  
Kolkata - 700001  
  
Stock Code - (10024005)  
Pan No. AABCN0997R

Dear Sirs,

Sub : Scrutinizer's Report on the Voting Results of the 99<sup>th</sup> AGM  
held on 8<sup>th</sup> August, 2017.

Pursuant to Section 108 of the Companies Act, 2013, 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 SEBI (LODR) Regulation, 2015, please find enclosed Report of the Scrutinizer along with voting results in the prescribed format relating to E-voting (including Voting by Ballot Form and Physical Voting Form) in respect of all the resolutions contained in the Notice of the 99<sup>th</sup> Annual General Meeting of the Company held on 8<sup>th</sup> August, 2017 at "Kala Kunj", Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata - 700017.

Thanking you,

Yours faithfully,  
For NAGA DHUNSERI GROUP LTD.

*Shilpa Agarwal*

SHILPA AGARWAL  
COMPANY SECRETARY

Encl: As above.

[Mail@nagadhunserigroup.com](mailto:Mail@nagadhunserigroup.com)

Phone : 2280 1950 (5 Lines) Fax : 91 33 2287 8995

## A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)  
DIM. DHRD, PGHDSM, DIRPM  
*Practicing Company Secretary*



## A. K. LABH & Co.

*Company Secretaries*

40, Weston Street, 3rd Floor, Kolkata - 700 013

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Website : [www.aklabh.com](http://www.aklabh.com)

### **CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

The Chairman  
of the 99<sup>th</sup> Annual General Meeting of  
Naga Dhunseri Group Limited  
Dhunseri House  
4A, Woodburn Park  
Kolkata - 700 020

*Dear Sir,*

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 99<sup>th</sup> Annual General Meeting of the members of “*Naga Dhunseri Group Limited*” (“*Company*”) held on Tuesday, 8<sup>th</sup> August, 2017 at “Kala Kunj”, Sangit Kala Mandir Trust, 48, Shakespeare Sarani, Kolkata - 700017 at 03:30 P.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 30<sup>th</sup> May, 2017. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by M/s. Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



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## A. K. LABH

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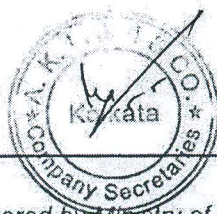
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I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Thursday, the 3<sup>rd</sup> August, 2017 up to 5:00 P.M. IST on Monday, the 7<sup>th</sup> August, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 1<sup>st</sup> August, 2017 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the notice dated 30<sup>th</sup> May, 2017 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Tuesday, the 8<sup>th</sup> August, 2017 around 04:15 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108/1, Sarat Chatterjee Road, Howrah – 711102 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVEN : 106351] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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**<A> ORDINARY BUSINESS:****a) Resolution 1**

*Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March 2017, together with the Reports of the Board of Directors and the Auditors thereon*

**(i) Voted in favour of the Resolution:**

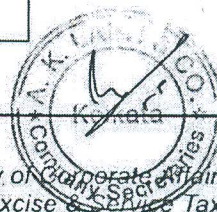
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	15	736356	
Voting by ballot	6	219	
<b>Total</b>	<b>21</b>	<b>736575</b>	<b>99.9981%</b>

**(ii) Voted against the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1	2	
Voting by ballot	6	12	
<b>Total</b>	<b>7</b>	<b>14</b>	<b>0.0019%</b>

**(iii) Invalid Votes:**

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : [www.aklabh.com](http://www.aklabh.com)**b) Resolution 2**

**Declaration of dividend on the Equity Shares of the Company for the financial year ended 31st March, 2017**

**(i) Voted in favour of the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	15	736356	
Voting by ballot	12	231	
<b>Total</b>	<b>27</b>	<b>736587</b>	<b>99.9997%</b>

**(ii) Voted against the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1	2	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>2</b>	<b>0.0003%</b>

**(iii) Invalid Votes:**

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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Website : [www.aklabh.com](http://www.aklabh.com)**c) Resolution 3**

*Appointment of a Director in place of Mrs. Aruna Dhanuka (DIN: 00005677), who retires by rotation and being eligible offers herself for re-appointment*

*(i) Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	15	736356	
Voting by ballot	12	231	
<b>Total</b>	<b>27</b>	<b>736587</b>	<b>99.9997%</b>

*(ii) Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1	2	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>2</b>	<b>0.0003%</b>

*(iii) Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : [www.aklabh.com](http://www.aklabh.com)**d) Resolution 4 : Ordinary Resolution****Appointment of Auditors & Fixing their remuneration****(i) Voted In favour of the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	14	735856	
Voting by ballot	6	219	
<b>Total</b>	<b>20</b>	<b>736075</b>	<b>99.9981%</b>

**(ii) Voted against the Resolution:**

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	1	2	
Voting by ballot	6	12	
<b>Total</b>	<b>7</b>	<b>14</b>	<b>0.0019%</b>

**(iii) Invalid Votes:**

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



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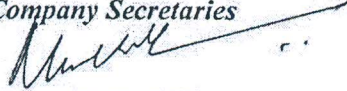
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
Company Secretaries

  
(CS A. K. LABH)  
Practicing Company Secretary  
FCS - 4848 / CP No. - 3238



Place: Kolkata  
Dated: 08.08.2017



## A. K. LABH

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Practicing Company Secretary



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*Witness :*

1. 

(Narayan Chandra Saha)  
108/1, Sarat Chatterjee Road,  
Howrah - 711 102

2. 

(Amrita Sampat)  
59, Kalicharan Ghosh Road  
Kolkata - 700 050



Received the Report of the Scrutinizer  
For Naga Dhunseri Group Limited



(Shilpa Agarwal)  
Company Secretary



**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

Naga Dhunseri Group Limited  
 Consolidated Report of Voting at AGM held on 08-08-2017 (E-Voting + Ballot)

SL NO	Resolution	Mode	No. of folio/ Ballots Received	Total no of Shares held	Votes cast in favour of Resolutions		% of Votes in Favour of the Resolutions	Votes cast against the Resolutions		% of Votes against the Resolutions	Invalid Votes		Percentage of invalid vote
					No. of folios / No. Ballots received	Votes		No. of folios / No. Ballots received	Votes		No. of folios / No. Ballots received	Votes	
1	Adoption of the Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Directors' and Auditors' thereon.	E-Voting	16	736358	15	736356	99.96840	1	2	0.00030	0	0	
		Physical	12	231	6	219	0.02970	6	12	0.00160	0	0	
		<b>Total</b>	<b>28</b>	<b>736589</b>	<b>21</b>	<b>736575</b>	<b>99.99800</b>	<b>7</b>	<b>14</b>	<b>0.00200</b>	<b>0</b>	<b>0</b>	
2	Declaration a dividend of Rs.2.50 per equity share for the financial year ended 31st March, 2017.	E-Voting	16	736358	15	736356	99.96840	1	2	0.00030	0	0	
		Physical	12	231	12	231	0.03140	0	0		0	0	
		<b>Total</b>	<b>28</b>	<b>736589</b>	<b>27</b>	<b>736587</b>	<b>100</b>	<b>1</b>	<b>2</b>	<b>0.00000</b>	<b>0</b>	<b>0</b>	
3	Appointment of Mrs. Aruna Dhanuka (DIN: 00005677) as a director of the Company who retires by rotation and being eligible offers herself for re-appointment	E-Voting	16	736358	15	736356	99.96840	1	2	0.00030	0	0	
		Physical	12	231	12	231	0.03140	0	0		0	0	
		<b>Total</b>	<b>28</b>	<b>736589</b>	<b>27</b>	<b>736587</b>	<b>100</b>	<b>1</b>	<b>2</b>	<b>0.00000</b>	<b>0</b>	<b>0</b>	
4	Appointment of M/s. Dhandhan & Associates, Chartered Accountants (Firm Registration No. 316052E) as Statutory Auditors of the Company to hold office from the conclusion of the 99th AGM until the conclusion of 104th AGM and to authorise the Board of Directors to fix their remuneration in consultation with the Auditor.	E-Voting	15	735858	14	735856	99.96830	1	2	0.00030	0	0	
		Physical	12	231	6	219	0.02980	6	12	0.00160	0	0	
		<b>Total</b>	<b>27</b>	<b>736089</b>	<b>20</b>	<b>736075</b>	<b>99.99800</b>	<b>7</b>	<b>14</b>	<b>0.00200</b>	<b>0</b>	<b>0</b>	

**NAGA DHUNSERI GROUP LTD.**

*Shilpa Aggarwal*  
**Company Secretary**

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

NAGA DHUNSERI GROUP LTD - AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	August 08,2017
Total Number of Shareholders on record date	1106
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	11
Public	28
Total	39
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 Adoption of the Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Directors' and Auditors' thereon.						
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
Promoter & Promoter Group	E-Voting	735826	735826	100.00000	735826	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	
Public - Institutional holders	E-Voting	1742	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	262432	532	0.20270	530	2	99.62410	0.37590
	Poll		231	0.08800	219	12	94.80520	5.19480
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		763	0.29070	749	14	98.16510	1.83490
Total		1000000	736589	73.65890	736575	14	99.99810	0.00190

NAGA DHUNSERI GROUP LTD.

Shilpa Agarwal  
Company Secretary

2 Declaration a dividend of Rs.2.50 per equity share for the financial year ended 31st March, 2017.

Whether promoter/promoter group									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	
Promoter & Promoter Group	E-Voting	735826	735826	100.00000	735826	0	100.00000		
	Poll		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total		735826	100.00000	735826	0	100.00000		
Public - Institutional holders	E-Voting	1742	0		0	0			
	Poll		0		0	0			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		0		0	0			
Public - Non Institution	E-Vote	262432	532	0.20270	530	2	99.62410	0.37590	
	Poll		231	0.08800	231	0	100.00000		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total		763	0.29070	761	2	99.73790	0.26210	
Total		1000000	736589	73.65890	736587	2	99.99973	0.00027	

NAGA DHUNSERI GROUP LTD.  
*Shipa Agarwal.*  
 Company Secretary

3 Appointment of Mrs. Aruna Dhanuka (DIN: 00005677) as a director of the Company who retires by rotation and being eligible offers herself for re-appointment

Whether promoter/promoter		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
Promoter & Promoter Group	E-Voting	735826	735826	100.00000	735826	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	
Public - Institutional holders	E-Voting	1742	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institutional	E-Vote	262432	532	0.20270	530	2	99.62410	0.37590
	Poll		231	0.08800	231	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		763	0.29070	761	2	99.73790	0.26210
Total		1000000	736589	73.65890	736587	2	99.99973	0.00027

NAGA DHUNSERI GROUP LTD.  
*Shilpa Agarwal*  
 Company Secretary

4 Appointment of M/s. Dhandhan & Associates, Chartered Accountants (Firm Registration No. 316052E) as Statutory Auditors' of the Company to hold office from the conclusion of the 99th AGM until the conclusion of 104th AGM and to authorise the Board of Directors to fix their remuneration in consultation with the Auditor.

Whether promoter/promoter

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
Promoter & Promoter Group	E-Voting	735826	735826	100.00000	735826	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		735826	100.00000	735826	0	100.00000	
Public - Institutional holders	E-Voting	1742	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	262432	32	0.01220	30	2	93.75000	6.25000
	Poll		231	0.08800	219	12	94.80520	5.19480
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		263	0.10020	249	14	94.67680	5.32320
Total		1000000	736089	73.60890	736075	14	99.99810	0.00190

NAGA DHUNSERI GROUP LTD.

Shilpa Aggarwal  
Company Secretary