CIN: L74140WB1994PLC065937

Registered Office:1st Floor, 37A, Dr Meghnad Saha Sarani

Kolkata - 700 029

Tel.: 033 2419 7542 Fax: 033-2464 6390

Email: ngmail@vsnl.com_Website: www.ngind.com

NOTICE TO MEMBERS

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of N G INDUSTRIES LTD. will be held at its Registered Office at 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029 on Saturday, 23rd September, 2017 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the year ended on that date together with the Report of the Directors and Auditors' thereon.
- 2. To declare a dividend on equity Shares.
- 3. To appoint a Director in place of Ms. Neha Goenka (DIN: 05215437), who retires by rotation and being eligible, offers herself for re-appointment.
- 4. To appoint M/s Pushpendra Jain & Co., Chartered Accountant (Registration No. 320233E), as Statutory Auditors of the Company and to fix their remuneration and in this regard 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 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Pushpendra Jain & Co., Chartered Accountant (Registration No. 320233E) be and are hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration to be fixed by the Board of Directors of the Company in place of M/s. M.R. Singhwi & Co., Chartered Accountant (Registration No. 312121E) the existing Statutory Auditor of the Company whose tenure comes to an end at this Annual General Meeting.

SPECIAL BUSINESS:

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

"RESOLVED THAT the vacancy caused on the Board of the Company due to the resignation of Mr. Vinod Kumar Singhi, be not filled-up".

NOTES:

- A Member entitled to attend and vote at the Meeting is entitled to appoint one or more Proxy to attend and
 vote instead of himself on a poll only and such Proxies need not be a Member of the Company. The
 instrument appointing a Proxy, in order to be effective, should be deposited at the Company's Registered
 Office duly completed and signed, not less than 48 hours before the commencement of the Meeting. A
 Proxy Form is attached herewith.
- 2. A person can act as Proxy on behalf of Members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.
- 3. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out at item No. 5 of the AGM Notice, to be transacted at the Meeting is annexed hereto.
- 4. Corporate Members intending to send their authorized representative to attend and vote at the Meeting pursuant to Section 113 of Companies Act, 2013 are requested to send the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 5. Members, Proxies and Authorised Representatives are requested to bring their Attendance Slips together with their copies of the Annual Reports to the Meeting, if sent in physical form. Copies of the Annual Report will not be provided at the AGM venue.
- 6. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 7. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
- 8. The Company's Register of Members and Share Transfer Books will remain closed from Monday, 18th September, 2017 to Saturday, 23rd September, 2017 (Both days inclusive).
- 9. The final dividend as recommended by Board of Directors, if approved, at the aforesaid Annual General Meeting, shall be paid on or before 23rd October, 2017 to: i. all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 16th September, 2017; ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on 16th September, 2017.
- 10. Relevant details of Directors seeking appointment/re-appointment under this notice are provided under Corporate Governance Report forming part of the Annual Report.
- 11. As per the provision of the Companies Act 2013, facilities for making nomination is now available to the Share-holders Nomination forms can be obtained from the Company. If shares are held in electronic form, such nomination is mandated to their respective Depository Participant.
- 12. Members are requested to furnish their Bank Account details, change of address etc. to the Company/S.K. Infosolutions Pvt. Ltd., Company's Registrars and Transfer Agents in respect of Shares held in physical form and to their respective Depository Participants if the shares are held in electronic form.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the S.K. Infosolutions Pvt. Ltd., Company's Registrar and Share Transfer Agent.

- 13. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or S.K. Infosolutions Pvt. Ltd., Company's Registrar and Share Transfer Agent for assistance in this regard.
- 14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- 15. In order to avoid the risk of loss/interception of dividend warrants in postal transit and/ or fraudulent encashment of dividend warrants, shareholders are requested to avail of NECS facility whereby the dividend will be directly credited electronically to their respective Bank accounts. This will ensure speedier credit of dividend. The Company will utilize the facility of NECS for Payment of Dividend directly to bank account of shareholder who hold Equity shares of the Company in dematerialized form. It is, therefore, necessary that the correct bank details and your CBS account Number are recorded by your DP. In case you want to change or correct, update your new CBS Account Number, kindly instruct your DP accordingly at the earliest. If the existing bank details, registered with your DP are correct and there is no change in your bank details, you may ignore this advice. If for any reason, we are unable to credit the dividend amount directly to your bank account, the same would be remitted to you by way of dividend warrant.
- 16. Dividend for the Financial Year 2009 2010 and thereafter which remain unpaid or unclaimed for a period of 7 (Seven) years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to section 205C of the Companies Act, 1956. It may kindly be noted that once the unpaid or unclaimed Dividend is transferred to the abovesaid Fund of the Central Government as above, no claim shall lie in respect thereof.

Details of the unclaimed dividend which will be transferred to the Investor Education and Protection Fund are as follows:

For the year ended	Date of declaration of Dividend	Due for transfer on
31.03.2010	25.09.2010	31.10.2017
31.03.2011	24.09.2011	30.10.2018
31.03.2012	29.09.2012	04.11.2019
31.03.2013	28.09.2013	03.11.2020
31.03.2014	24.09.2014	30.10.2021
31.03.2015	26.09.2015	01.11.2022
31.03.2016	24.09.2016	30.10.2023

Shareholders who have not so far encashed the Dividend Warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company before due date of transfer to IEPF. Also note that no claim shall lie against the said Fund or the Company in respect of any amounts which were unclaimed and unpaid for a period of 7 (Seven) years from the date that they first became due for payment and no payment shall be made in respect of any such claim.

Pursuant to Section 205C of the Companies Act, 1956 all unclaimed dividend for the financial year ended 31st March, 1998 to 31st March, 2009 have been transferred to the Investor Education and Protection Fund.

The list of shareholders whose shares are also liable for transfer to Investor Education and Protection Fund Authority as per the "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendments Rules, 2017 is available on the website of the Company www.ngind.com.

17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Further, in case of any change in the e-mail address registered with the Company, a fresh e-mail id may kindly be sent to the Company. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.

- 18. The Notice of AGM, Annual Report inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to Members whose e-mail address are available 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 inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form are being sent to those Members whose e-mail address are not available with the Company or Depository Participant(s).
- 19. Pursuant to the requirements on corporate governance under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the information about the Directors proposed to be appointed/re-appointed is given in the Annexure to the notice.
- 20. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
- 21. The Notice of Annual General Meeting and the copies of audited financial statements, directors' report, auditors' report etc. will also be displayed on the website www.ngind.com and the other requirements as applicable will be duly complied with.

22. Voting through electronic means

- I. In compliance with provisions of 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 (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through Ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Wednesday, 20th September, 2017 (9:00 am) and ends on Friday, 22nd September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "N G Industries Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - Note: Shareholders already registered with NSDL for e-voting will not received the PDF file "N G Industries Limited e-voting.pdf"
 - (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
 - (iii) Click on Shareholder Login

- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select ELECTRONIC VOTING EVENT NUMBER ("EVEN") of "N G Industries Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to 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 etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sahadevrath@yahoo.co.in with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above in A, to cast your vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote E-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990. In case of any grievance related to voting by electronic means, you may please contact Mr. Amit Vishal, Senior Manager, NSDL / Mr. Rajiv Ranjan, Asst. Manager, NSDL at 022 2499 4360/4738 and send an email to evoting@nsdl.co.in and amitv@nsdl.co.in / rajivr@nsdl.co.in.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 1X. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, 16th September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in

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.

- A member may participate in the AGM even after exercising his right to vote through remote e-voting but XI shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote evoting as well as voting at the AGM through ballot paper.
- XIII. Shri Sahadeb Rath, Proprietor of S.RATH & Co., Practising Company Secretary (C.P. No. 3452) has been appointed as the Scrutinizer to scrutinize the voting and remote E-voting at the AGM in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer Report shall be placed on the website of the Company www.ngind.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place: Kolkata

For N G Industries Limited Date: 29th day of May, 2017

> Rajesh Goenka Chairman (DIN: 00157319)

By Order of the Board

ANNEXURE TO THE NOTICE

I. Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013.

Item no.4

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

As per the provisions of Section 139 of the Companies Act, 2013 ('the Act') read with rules made thereunder, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Further, as per Section 139 of the Act, a period of three years has been provided to comply with this requirement. In view of the same, the term of the existing Statutory Auditors, M/s. M.R. Singhwi & Co., Chartered Accountant (Registration No. 312121E) is upto the conclusion of this Annual General Meeting.

The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on 29th May, 2017, proposed the appointment of M/s Pushpendra Jain & Co., Chartered Accountant (Registration No. 320233E), as Statutory Auditors of the Company for a period of one year, to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty fourth Annual General Meeting of the Company to be held in the Calendar Year 2018

M/s Pushpendra Jain & Co., Chartered Accountant, have consented to their appointment as Statutory Auditor and have confirmed that if appointed, their appointment will be in accordance with section 139 read with Section 141 of the Act. None of the Directors and Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the ordinary resolution as set out in Item No. 4 of this Notice for your approval.

Item no.5

Mr. Vinod Kumar Singhi, Independent Director of the Company expressed his unwillingness to continue in the office of the Director with effect from this AGM due to some personal reason. He has expressed in his resignation letter dated 29.05.2017 that his resignation is purely for personal reasons and is not in any manner to be construed as due to dissatisfaction with the job, company or co-directors. Mr. Vinod Kumar Singhi has been on the Board of the Company for long. The Board places on record its sincere appreciation and recognition of the valuable contribution and services rendered by Mr. Vinod Kumar Singhi during his tenure as a Director on the Board of the Company. The Board at its meeting held on 29.05.2017 approved the request of resignation with effect from this AGM and decided not to fill vacancy so caused. After resignation of Mr. Vinod Kumar Singhi, the Board has sufficient number of Independent Directors as required under the Act.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:

Re-appointment of Ms. Neha Goenka Item No. 3

Under Section 152(6) of the Companies Act, 2013 at every AGM one third of the total Directors as are liable to retire by rotation shall retire from office. The Directors to retire by rotation at every AGM shall be those who have been longest in the office and between those who became directors on the same day by mutual agreement or lot.

Mr. Raj Kumar Bajoria, Mr. Jagdish Chand Kumbhat, Mr. Vinod Kumar Singhi and Dr. Subash R. Kamath, Directors have all been appointed at the AGM on 24th September, 2014, as Independent Directors for a term of 5 years. Mr. Rajesh Goenka joined the Board of Directors as Whole-time Director and Chairman of the Company for a period of five years with effect from 1st September, 2013. In compliance with Section 152 of the Companies Act, 2013, Miss Neha Goenka shall, by mutual agreement, retire at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment.

Miss. Neha Goenka was appointed at the AGM held on 26th September, 2015. She holds B.COM from Kolkata and has a total experience of 7 years in Accounts and front office Management.

Except Mr. Rajesh Goenka, Whole-time Director-- relative of Miss Neha Goenka and Miss Neha Goenka – none of the other Directors are interested or concerned in the above Resolution Item no. 3. The Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Registered Office: 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029 CIN No. L74140WB1994PLC065937, Website: www.ngind.com, Email: ngmail@vsnl.com

Phone: 033-2419 7542 **ATTENDANCE SLIP**

I/We hereby record my/our presence at the 23rd Annual General Meeting of the Company held at its Registered office at 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029 at 10.30 A.M. on Saturday, 23rd September, 2017.

If Shareholder(s), please sign here	If Proxy, please mention name and sign here		
	Name of Proxy	Signature	

Notes:

- 1. Shareholder/Proxy holder, as the case may be, is required to sign and hand over this slip at the entrance of the meeting venue.
- 2. Members are requested to advice the change of their address, if any, to S.K. infosolutions Pvt. Ltd.

N G INDUSTRIES LIMITED

Registered Office: 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029 CIN No. L74140WB1994PLC065937, Website: www.ngind.com, Email: ngmail@vsnl.com Phone: 033 2419 7542

PROXY FORM

	(Pursuant to Section 105 (6) of the Companies Act, 2013 and F	Rule 19(3) of the Companies (Management and Administra	ation) Rules, 2014)	
	Name of the Member(s)			
	Registered address			
	Email ID:F	Folio No./DP ID and Client ID		
/We, being the member(s) ofshares of the above named company, hereby appoin				
1. Na	me:	Email ID:		
Ad	dress : signature :		or failing him/her	
2. I	Name :	. Email ID		
Ad	dress : signature :			

As my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Saturday,23rd September, 2017 at 10.30 A.M. at 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated back side of the page.

Registered Office: 1st Floor, 37A, Dr. Meghnad Saha Sarani, Kolkata - 700029 CIN No. L74140WB1994PLC065937, Website: www.ngind.com, Email: ngmail@vsnl.com

Phone: 033-2419 7542 **ATTENDANCE SLIP**

Resolution		Against*
 Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2017 Declaration of dividend. Re-appointment of Ms. Neha Goenka (DIN: 05215437) as director: 		
 Appointment of M/s. Pushpendra Jain & Co. as Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31st March, 2018. 		
5. Not to fill vacancy caused on the Board due to resignation of Mr. Vinod Kumar Singhi (DIN: 00354856)		
Signed this		
F	Affix Revenue Stamp	
Signature		

Notes:

- *1. Please put a'X' in the Box in the appropriate column against the respective resolution. If you leave the 'For' or 'Against' Column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act. 2013 a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members 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 proxy for other Member.
- 3. This form of Proxy, to be effective, should be deposited at the Registered Office of the company at : 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata 700029 not later than FORTY-EIGHT HOURS before the commencement of the aforsaid meeting.