

N G INDUSTRIES LTD

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 24th 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, 22nd day of September, 2018 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statement for the year ended March 31, 2018 which includes the Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Report of the Directors' and Auditor's thereon.
2. To declare a dividend on equity Shares.
3. To appoint a Director in place of Mr. Rajesh Goenka (DIN: 00157319), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Pushpendra Jain & Co., Chartered Accountant (Firm 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, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 3(7) of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s Pushpendra Jain & Co., Chartered Accountant (Firm 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 25th Annual General Meeting of the Company at such remuneration to be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

5. To consider Re-appointment of and remuneration payable to Mr. Rajesh Goenka as whole-time Director and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary resolutions**:

"RESOLVED THAT pursuant to the provisions of sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Rajesh Goenka (DIN: 00157319), as a Whole-time Director of the Company, designated as Executive Director, for a period of three years from September 1, 2018 to August 31, 2021 on the terms and conditions, as set in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors/Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Rajesh Goenka."

NOTES:

1. 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.
2. **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 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 person or shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.

3. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
4. Corporate Members intending to send their authorized representative(s) 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 relevant Board Resolution together with the specimen signature(s) of the representative (s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change its subsequently or cast vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
6. In terms of the provisions of Section 152 of the Act, Mr. Rajesh Goenka, Director retire by rotation at the Meeting. Nomination and Remuneration Committee and Board of Directors of the Company recommend their re-appointment.
7. Mr. Rajesh Goenka is interested in the Ordinary Resolutions set out at item Nos. 3 and 5. Ms. Neha Goenka, Director, being daughter of Mr. Rajesh Goenka may be deemed to be interested in the resolution set out at item No. 3 and 5 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Business set out under item Nos. 1 to 5 of the Notice.
8. Details of Director(s) retiring by rotation / seeking re-appointment at the ensuing meeting are provided in the "Annexure" to the Notice.
9. Members / Proxies / Authorised Representatives are requested to bring to the meeting necessary details of their shareholding, attendance slip(s) together with copies of the Annual Report. In case of joint holders attending the Meeting, 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 at the Meeting.
10. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by the members at the Meeting.

11. The dividend on equity shares, if declared at the Meeting, will be credited / dispatched within one month from the conclusion of the Meeting to those members whose names appear on the Company's Register of Members on the Record Date (i.e. 15th September, 2018) fixed for the purpose; in respect of the shares held in dematerialised mode, the dividend will be paid to members whose names are furnished by National Securities Depository LTD and Central Depository Services (India) LTD as beneficial owners as on that date.
12. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants ("DPS") with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Transfer Agents, i.e. S.K. Infosolutions Private **Ltd.**
13. The Company has transferred the unpaid or unclaimed dividends declared up to Financial years 2009-10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 23.09.2017 (date of previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: http://ngind.com/Information_circulars.php. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
14. (a) **Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: http://ngind.com/Information_circulars.php. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.**

(b) **Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact S.K. Infosolutions Pvt Ltd for lodging claim for refund of shares and/or dividend from the IEPF Authority.**
15. **SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
16. Due dates for transfer of unclaimed/unpaid dividends for the Financial year 2010-11 and thereafter to IEPF:

Financial year ended	Date of declaration of Dividend	Due Date
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	01.11.2023
31.03.2017	23.09.2017	26.10.2024

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17. Members holding shares in physical mode:
- (a)** are required to submit their permanent Account Number (PAN) and bank Account details to the Company/RTA, if not registered with the Company as mandated by SEBI.
 - (b)** are advised to register the nomination in respect of their shareholding in the Company. Nomination Form can be obtained from Company.
 - (c) are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.**
18. Members holding shares in electronic mode:
- (a)** are requested to submit their permanent Account Number (PAN) and bank Account details to their respective DPs with whom they are maintaining their demat accounts.
 - (b)** are advised to contact their respective DPs for registering the nomination.
 - (c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**
19. **Non – Resident Indian members** are requested to inform RTA/respective DPs, immediately of:
- (a)** Change in their residential status on return to India for permanent settlement.
 - (b)** Particulars of their bank account maintained in India with complete name, branch, account type, account number, if not furnished earlier.
20. The Company's Register of Members and Share Transfer Books will remain closed from Monday, 17th September, 2018 to Saturday, 22nd September, 2018 (Both days inclusive).
21. 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.

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 Obligations 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 24th 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 LTD (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, 19th September, 2018 (9:00 am IST) and ends on Friday, 21st September, 2018 (5:00 pm IST). 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. 15th September, 2018, 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:

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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 **Ltd** 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 **Ltd** 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 **Ltd**"
- (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:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- (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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- 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.

Note: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or Physical User Reset Password?” option available on www.evoting.nsdl.com

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

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

- 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).
- IX. 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, 15th September, 2018.
- 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. 15th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company's Registrar, S.K. Infosolutions Pvt. Ltd. at skdilip@gmail.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 forgot your password, you can reset your password by using “Forgot User Details/Password?” Or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but 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 i.e. 15th September, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. 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 process 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, will 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.

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- 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 CSE LTD, Kolkata and BSE LTD, Mumbai.

Place: Kolkata

Date : 29th day of May, 2018

By Order of the Board
For N G Industries Ltd

Rajesh Goenka
Chairman
(DIN: 00157319)

ANNEXURE TO THE NOTICE

I. Explanatory Statement Pursuant to section 102(1) of the Companies Act, 2013.

Item no.5

The tenure of Mr. Rajesh Goenka, Whole-time Director will expire on August 31, 2018. It is proposed to re-appoint him for a period of 3 years, from September 1, 2018 to August 31, 2021.

Subject to the approval of the Shareholders of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company had, vide resolutions passed on May 29, 2018, approved re-appointment of Mr. Rajesh Goenka as Whole-time Director of the Company, designated as Executive Director with effect from September 1, 2018 to August 31, 2021. It is proposed to appoint him and approve his remuneration as Whole-time Director. A brief profile of Mr. Rajesh Goenka, in terms of the Listing Agreement, is provided elsewhere in the Notice.

The proposed remuneration and terms and conditions of appointment of Mr. Rajesh Goenka (hereinafter referred to as the Whole-time Directors) are as given below:

- a. The Whole-time Director shall perform their duties subject to the superintendence, control and direction of the Board of Directors of the Company.
- b. In consideration of the performance of their duties, the Whole-time Director shall be entitled to receive remuneration as stated herein below:-

These resolutions do not constitute related party transactions under the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014. These resolutions, through related party transactions under clause 49 (VII) (A) of the Listing Agreement, under the applicable accounting standards, are not material related party transactions.

The remuneration payable to the above mentioned Directors is given below:

- (i) **Fixed Compensation:** Fixed Compensation shall include Basic Salary and the Company's Contribution to Provident Fund and National Pension Scheme. The basic Salary shall be in the following range:
 - a) Mr. Rajesh Goenka – Not exceeding Rs. 30,00,000/- p.a., payable monthly. The Basic Salary as approved by the Nomination and Remuneration Committee to the above mentioned Directors for the Financial Year 2018-19 is 12,00,000/- p.a. The annual Basic Salary and increments will be decided by the Nomination and Remuneration Committee/Board of Directors depending on the performance of the Directors, the profitability of the Company and other relevant factors.
- (ii) **Performance Linked Variable Remuneration (PLVR):** Performance Linked Variable Remuneration according to the Scheme of the Company for each of the financial years as may be decided by the Nomination and Remuneration Committee/ Board of Directors of the Company based on Economic Value Added (EVA) in the Business and other relevant factors and having regard to the performance of the above mentioned Directors for each year.
- (iii) **Flexible Compensation:** In addition to the Fixed Compensation and PLVR, the abovementioned Directors shall be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the Policy/ Rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (Collectively called "perquisites and allowances").

These perquisites and allowances may be granted to the Mr. Rajesh Goenka in the manner as the Board may decide as per the Policy/Rules of the Company.

- Leave Travel Assistance for self and family once a year to and from to any place in India in accordance with the Rules specified by the Company.
- Free use of the Company's car for business purposes of the Company.

- Provisions of telephone at Residence as well as mobile phone and free facility to calls for business purposes of the Company. Personal long distance calls shall be recoverable.
- Reimbursement of Medical and Hospitalization expenses incurred for self, wife and dependent children.
- Leave, Leave encashment, contribution to Personal Accident Insurance and Superannuation Fund will be as per Company Rules fixed from time to time.
- Reimbursement of entertainment expenses actually and properly incurred for the business of the Company.
- Right to either party to terminate this Appointment by giving to the other, three months' Notice in writing.

Explanation:

- (a) For Leave travel Assistance and reimbursement of medical and hospitalization expenses, 'family' means spouse, dependent children and dependent parents;
- (b) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.

- (iv) **Overall Remuneration:** The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the abovementioned Directors from time to time, shall not exceed the limits prescribed from time to time under section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), unless approved by the Central Government.
- (v) **Loans:**
 - (a) Granting of loans according to Company's Scheme subject to Central Government's approval, if applicable.
 - (b) Continuation of Loans, if already availed.

Notes:

- I. Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.
- II. Notwithstanding, the foregoing, where in any Financial Year during the currency of the tenure of the abovementioned director, the Company has no profits or its profits are inadequate, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Companies Act, 2013, except with the approval of the Central Government.
- III. The limits specified above are the maximum limits and the Nomination and Remuneration Committee/Board may in its absolute discretion pay to the abovementioned Directors lower remuneration and revise the same from time to time within the maximum limits stipulated above.
- IV. In the event of any re-enactment or re-codification of the Companies Act, 2013 or Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.
- V. If at any time the above mentioned Directors cease to be in the employment of the Company for any cause whatsoever, he/she shall cease to be the Whole-time Director of the Company.
- VI. The Whole-time Director are appointed by virtue of their employment in the Company and their appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Whole-time Director are liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

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The Board recommends the resolutions as set out at items number 5. Mr. Rajesh Goenka may be deemed to be interested in the resolution at item No. 5. Mr. Rajesh Goenka is the father of Ms. Neha Goenka, accordingly Ms. Neha Goenka may be deemed to be interested in the resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

I. General Information:

1. Nature of Industry

The Company is engaged in the business of Medical and Healthcare Services.

2. Date or expected date of commencement of commercial production: November, 1994,

3. In case of new Companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus: Not Applicable

4. Financial Performance based on given indicators:

Amount in Lakhs		
Particulars	Current Year	Previous Year
Total Income	1712.93	1726.28
Expenditure other than Interest and Depreciation	1438.57	1446.18
Profit before Interest, Depreciation and Tax	274.36	280.10
Interest (net)	0.68	0.76
Profit Before Depreciation and Tax	273.68	279.34
Depreciation	59.74	57.22
Profit before Tax and Exceptional items	213.94	222.12
Provision for Current Tax	66.75	74.45
Provision for deferred Tax	7.02	5.82
Income tax for earlier years	(0.58)	(0.08)
Net Profit	140.75	141.93

5. Foreign investment or collaborations:

The Company has not made any foreign investments and neither entered into any collaborations during the last year.

II. Information about the Appointee:

1. Background details:

- (a) **Mr. Rajesh Goenka:** He is designated as the Executive Director of the Company. He is an Indian National and has been a Director since 1994. Mr. Rajesh Goenka, has a degree in Commerce from Calcutta University and has been experience of 33 years in Finance and Corporate Management. He has been with the Company for over 24 years.

2. Past remuneration:

During the financial year ended March 31, 2018, Rs. 10,98,000 was paid as remuneration to Mr. Rajesh Goenka.

3. Job profile and his suitability:

Mr. Rajesh Goenka, as an Executive Director, is charged with the responsibility of enhancing the value of N G Industries Ltd

4. Remuneration proposed:

Mr. Rajesh Goenka: Salary proposed to Mr. Rajesh Goenka in the basic scale of not exceeding 30,00,000/- p.a., payable monthly and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Rajesh Goenka, the remuneration propose to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Besides the remuneration proposed to be paid to Mr. Rajesh Goenka, he does not have any other pecuniary relationship with the Company or relationship with any other managerial personnel and Directors except that Ms. Neha Goenka is the daughter of Mr. Rajesh Goenka.

III. Other information;

1. Reason of loss or inadequate profits:

Please refer to Management Discussion and Analysis Report forming part of the Annual Report.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

Please refer to Management Discussion and Analysis Report forming part of the Annual Report.

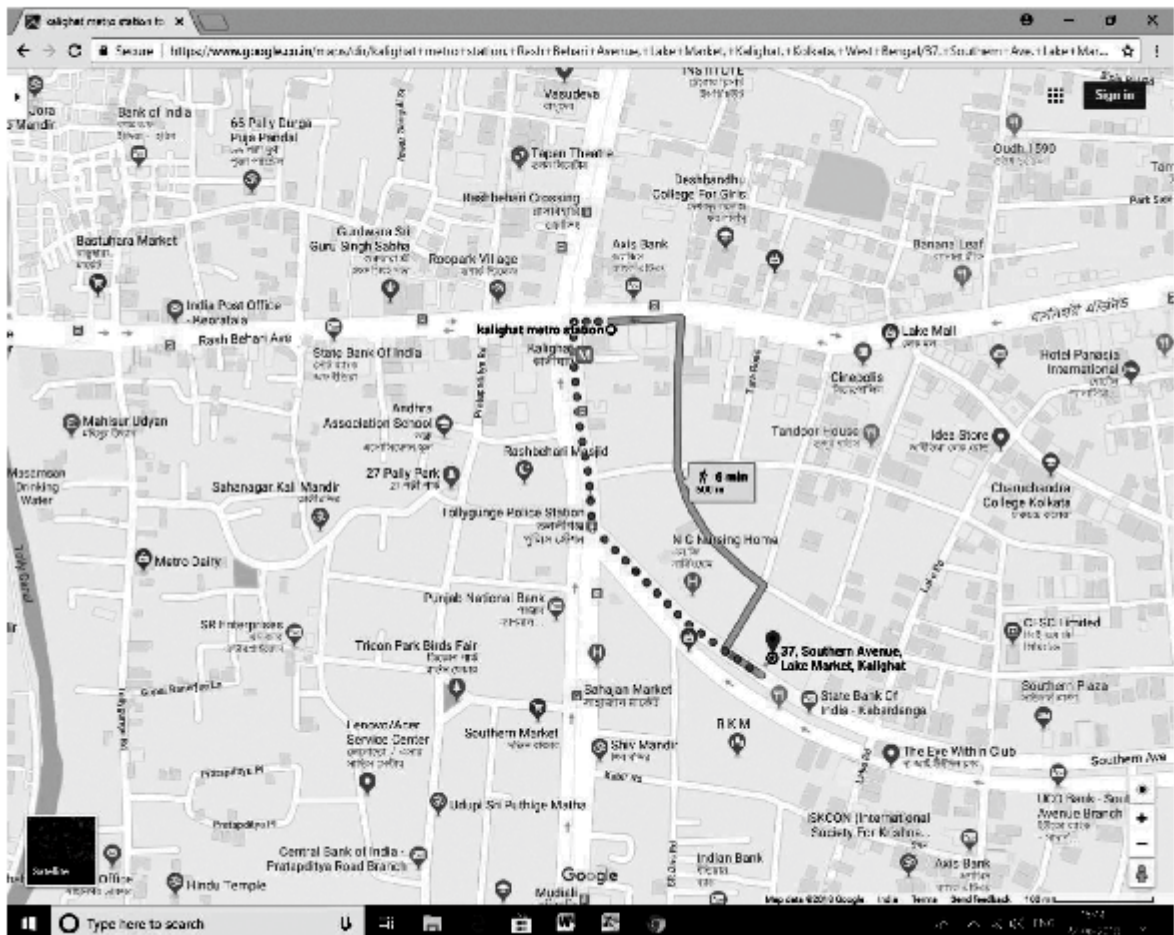
IV. Disclosure :

The information and disclosure of the remuneration package have been mentioned in the Corporate Governance Report forming part of the Annual Report under the Head Director Remuneration Policy for the year ended March 31, 2018.

II. DETAILS OF DIRECTOR RETIRING / SEEKING RE-APPOINTMENT AT THE MEETING

Name of Director	Mr. Rajesh Goenka
Date of Birth	18.05.1963
Qualification	B.Com
Experience	33 years in Finance and Corporate Management
List of other Companies in which Directorship held as on 31.03.2018	1.UNO METALS LTD 2. GANPATI DEALCOM PVT LTD.
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director as on 31.03.2018	UNO METALS LTD • Nomination and Remuneration Committee -Member
Shareholding in Company	329500

ROUTE MAP



ATTENDANCE SLIP**N G INDUSTRIES LTD**

CIN: L74140WB1994PLC065937

Registered Office: 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029

Website: www.ngind.com, Email: ngmail@vsnl.com, Phone: 033-2419 7542, Fax: 033 2464 6390

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
 Joint shareholders may obtain additional slip at the venue of the Meeting

DP Id*: Folio No.:
 Client Id: No. of Shares:

NAME AND ADDRESS OF THE SHAREHOLDER:

I/We hereby record my/our presence at the **24th 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, 22nd September, 2018.

*Applicable for investors holding shares in electronic form.

Signature of shareholder / Proxy

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)]

N G INDUSTRIES LTD

CIN: L74140WB1994PLC065937

Registered Office: 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029

Website: www.ngind.com, Email: ngmail@vsnl.com, Phone: 033 2419 7542, Fax: 033 2464 6390

Name of the member(s): e-mail Id:

Registered address: Folio No. / *Client Id :

*DP Id:

I/ We being the member(s) of **shares of N G Industries Ltd**, hereby appoint:

- 1) of having e-mail id or failing him
- 2) of having e-mail id or failing him
- 3) of having e-mail id or failing him

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **twenty-fourth Annual General Meeting** of the members of the Company to be held on **Saturday, 22nd September, 2018 at 10.30 a.m.** at its registered office at 1st floor 37A Dr Meghnad Saha Sarani, Kolkata – 700029 and at any adjournment thereof in respect of such resolutions as are indicated below:

*Applicable for investors holding shares in electronic form.

P. T. O.

Resolutions	For *	Against *
1. Consider and Adopt Audited Financial Statement for the financial year ended 31st March, 2018 and Reports of the Board of Directors and Auditors thereon	<input type="checkbox"/>	<input type="checkbox"/>
2. Declaration of dividend of equity shares	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Mr Rajesh Goenka (DIN: 00157319), a director retiring by rotation	<input type="checkbox"/>	<input type="checkbox"/>
4. 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, 2019.	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-appointment of Mr Rajesh Goenka as Whole-time Director and payment of Remuneration	<input type="checkbox"/>	<input type="checkbox"/>

Signed this Day of, 2018.

Affix a
Revenue
Stamp

Signature of shareholders..... Signature of proxyholder (s)

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 per cent of the total Share Capital of the Company. Members holding more than ten per cent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for other person or shareholder.
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 48 before the commencement of the Meeting.