

N G INDUSTRIES LTD

CIN : L74140WB1994PLC065937

Registered Office: 1st Floor, 37A, Dr Meghnad Saha Sarani
Kolkata - 700 029

Tel.: 033 2419 7542, 80175 20040

Email: ngmail@ngil.co.in Website: www.ngind.com**NOTICE TO MEMBERS**

Notice is hereby given, that the 27th Annual General Meeting of the Members of the Company will be held on Saturday, the 25th day of September, 2021 at 10.30 A.M. IST through video conference / other audio visual means to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Neha Goenka (DIN: 05215437), who retires by rotation at this Annual General Meeting and being eligible, offer herself for re-appointment.
3. To appoint M/s B. N. Jha & Associates, Chartered Accountant (Registration No. 331925E), 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** in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. B. N. Jha & Associates., Chartered Accountant (Firm Registration No. 331925E), be and are hereby appointed as Statutory Auditor of the Company from the conclusion of this Annual General Meeting to hold such office for a period of one year till the conclusion of 28th Annual General Meeting of the Company, at such remuneration to be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. 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 Special Resolution:

“**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, 2021 to August 31, 2024 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.”

Place: Kolkata
29th June, 2021By Order of the Board
For N G Industries Ltd
Sd/
Dipak Kumar Shaw
Company Secretary

NG INDUSTRIES LTD

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business as set out at item No.4 of the AGM Notice, to be transacted at the Meeting is annexed hereto.
2. Pursuant to the General Circular nos. 20/2020, 14/2020, 17/2020, 02/2021 issued by the Ministry of Corporate Affairs ('MCA') and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (hereinafter collectively referred to as 'Circulars'), companies are allowed to hold AGM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and SEBI Circulars, the 27th AGM of the Company is being held through VC/OAVM on Saturday, 25th September, 2021 at 10.30 a.m. (IST). The deemed venue for the 27th AGM will be the registered office of the Company i.e. 1st Floor, 37A Dr. Meghnad Saha Sarani, Kolkata - 700029.
3. The attendance of the Members attending the AGM through VC/OAVM will be reckoned for the purpose of quorum as per section 103 of the Act.
4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM.**
5. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the board resolution / authorization letter to the scrutinizer by email to sahadevrath@yahoo.co.in. with a copy marked to evoting@nsdl.co.in.
6. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System ("ECS") mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends. Please refer to point no. 10 for the process to be followed for updating bank account details.
7. Members holding shares either in physical or dematerialized form, as on cut-off date i.e. as on **September 18, 2021**, may cast their votes electronically. The e-voting period commences on Wednesday, September 22, 2021 (9.00 a.m. IST) and ends on Friday, September 24, 2021 (5.00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 18, 2021. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
8. Any person holding shares in physical form, and non-individual shareholders who acquires shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. September 18, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting, then he/she can use her/his existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as on cut-off date, i.e. September 18, 2021, may follow steps mentioned in the Notice under "instructions for e-voting".

9. In compliance with Circulars, the Annual Report 2020-21, the Notice of 27th AGM, and instructions for e-voting are being sent through electronic mode to those members whose e-mail address is registered with the Company/depository participant(s). Members may note that the notice of AGM and Annual Report 2020-21 is available on the Company's website at www.ngind.com and website of the stock exchanges i.e. BSE and CSE, at www.bseindia.com and www.cse-india.com, respectively and on the website of NSDL, www.evoting.nsdl.com.
10. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, S. K. Infosolutions Pvt. Ltd at skcdilip@gmail.com to receive copies of the Annual Report 2020-21 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report and update of bank account details for receipt of dividend.

Type of holder	Process to be followed	
	Registering email address	Updating bank account details
Physical	Send a written request to the RTA of the Company, S. K. Infosolutions Pvt. Ltd. at D/42, Katju Nagar, Ground Floor, Jadavpur, Kolkata – 700032, providing Folio Number, Name of member, copy of the share certificate (front and back), PAN (self-attested copy of PAN card), Aadhaar (self-attested copy of Aadhaar card) for registering email address.	Send a written request to the RTA of the Company, S. K. Infosolutions Pvt. Ltd. at D/42, Katju Nagar, Ground Floor, Jadavpur, Kolkata – 700032, providing Folio Number, Name of member, copy of the share certificate (front and back), PAN (self-attested copy of PAN card), Aadhaar (self-attested copy of Aadhaar card) and a cancelled cheque leaf bearing the name of the first holder for updating bank account details. The following additional details / documents need to be provided in case of updating bank account details: <ul style="list-style-type: none"> • Name and branch of the bank in which you wish to receive the dividend, the bank account type • Bank account number allotted by their banks after implementation of core banking solutions • 9-digit MICR Code number • 11- digit IFSC
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

11. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
12. The register of Members and Share Transfer Book of the Company will be closed from Saturday, 18th September, 2021 to Saturday, 25th September, 2021.
13. **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their

nomination are requested to register the same by submitting Form No. SH-13 available on Company's website at www.ngind.com. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the Registrar and Transfer Agent ('RTA') in case the shares are held in physical form, quoting their folio no(s).

14. Additional information, pursuant to Regulation 36 of LODR Regulations, in respect of the Directors seeking appointment / reappointment at the AGM, forms part of this Notice.
15. The scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website, www.ngind.com.
16. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy forms and attendance slip are not attached to this Notice.
17. Ms. Neha Goenka, Director retire by rotation and, being eligible, offer herself for re-appointment at the Annual General Meeting. A brief resume of the said director is given below.

Name	Ms. Neha Goenka
Director Identification number	05215437
Date of Birth	12/06/1993
Qualification	B. Com (Hons.)
Brief Resume and nature of expertise in functional area	Ms. Neha Goenka is having knowledge, experience and expertise in Accounts & Front Office Management of 11 years.
Relation with other Directors, Key Managerial Personnel of the Company	Ms. Neha Goenka is the daughter of Mr. Rajesh Goenka, executive Promoter Director of the Company
Number of Meetings of the Board attended during the year	4
Shareholding in Company	6,00,000
List of Directorship(s) held in other Board	Nil
Membership/Chairmanship of Committees of other Boards	Nil

Place: Kolkata
29th June, 2021

By Order of the Board
For N G Industries Ltd
Sd/
Dipak Kumar Shaw
Company Secretary

Instruction for e-voting

The details of the process and manner for remote e-voting and voting during the AGM are explained below:

Step 1: Access to the NSDL e-voting system

Step 2: cast your vote electronically on NSDL e-voting system.

Step 1: Access to the NSDL e-voting system

A) Login method for e-voting and voting during the meeting for individual shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2020 on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	<p>I. NSDL IDeAS Facility</p> <p>If you are already registered for the NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1. Please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or mobile phone. 2. Once the homepage of e-Services is launched, click on the “Beneficial Owner” icon under “Login”, available under the “IDeAS” section. 3. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. 4. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page. 5. Click on options available against company name or e-voting service provider – NSDL and you will be re-directed to the NSDL e-voting website for casting your vote during the remote e-voting period or voting during the meeting. <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsd.com. 2. Select “Register Online for IDeAS” or click on https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points 1 - 5 above. <p>II. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or mobile phone. 2. Once the homepage of e-voting system is launched, click on the “Login” icon, available under the “Shareholder / Member” section. 3. A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. 4. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the e-

	voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting.
Individual shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest can log in through their user ID and password. The option to reach the e-voting page will be made available without any further authentication. The URL for users to log in to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on “New System Myeasi”.</p> <p>2. After successful login on Easi / Easiest, the user will be also able to see the e-voting Menu. The menu will have links of e-voting service provider ("ESP") i.e. NSDL portal. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi / Easiest, the option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access the e-voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number and email as recorded in the demat account. After successful authentication, the user will be provided links for the respective ESP i.e. NSDL, where the e-voting is in progress.</p>
Individual shareholders holding securities in demat mode logging through their depository participants	<p>1. You can also log in using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for the e-voting facility.</p> <p>2. Once logged in, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL / CDSL depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on the options available against company name or e-voting service provider-NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” option available on the above-mentioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on the toll free no.: 1800 1020 990 or 1800 22 44 30
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022-23058738 or 022-23058542-43

B) Login method for e-voting and voting during the meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the homepage of e-voting system is launched, click on the icon “Login”, available under ‘Shareholder/Member’.
3. A new screen will open. You will have to enter your User ID, Password / OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log in to NSDL e-services using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically on NSDL e-voting system.
5. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL	8-character DP ID followed by 8-digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL	16-digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For members holding shares in physical form	EVEN Number followed by Folio Number registered with the Company For example, if your Folio Number is 001*** and EVEN is 116022, then your User ID is 116022001***

6. Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ for the system to prompt you to change your password.
 - c) How to retrieve your ‘initial password’? If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit Client ID for your NSDL account, or the last 8 digits of your Client ID for CDSL account, or Folio Number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
7. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details / Password?” (If you hold shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you hold shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the above two options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / Folio Number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password)-based login for casting their vote on the e-voting system of NSDL.

8. After entering your password, tick on “Agree with Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on the “Login” button.
10. After you click on the “Login” button, the homepage of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

1. After successfully logging in following Step 1, you will be able to see the EVEN of all companies in which you hold shares and whose voting cycle is in active status.
2. Select the EVEN of N G Industries Ltd.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting the appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on the “Submit” and “Confirm” buttons when prompted.
5. Upon confirmation, the message, “Vote cast successfully”, will be displayed.
6. You can also take a printout of the votes cast by you by clicking on the “Print” option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories / Company

Shareholders may send a request to evoting@nsdl.co.in for procuring user ID and password for e-Voting.

1. In case shares are held in physical mode, please provide Folio Number, name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card)
2. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card).
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and voting during the meeting for Individual shareholders holding securities in demat mode.

General guidelines for e-voting

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sahadevrath@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on the toll-free number: 1800 1020 990 /1800 224 430, or send a request to evoting@nsdl.co.in, or contact Mr. Amit Vishal, Senior Manager, or Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., at the designated email IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or pallavid@nsdl.co.in to get your grievances on e-voting addressed.

Instructions for Members for attending the AGM through VC/OAVM are as under:

1. Members will be able to attend the AGM through VC / OAVM at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Members are encouraged to join the AGM through Laptops for better experience.

3. Members will be required to allow Camera and use internet with a good speed to avoid any disturbance during the meeting.

4. Members connecting from mobile devices or tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

5. Facility of joining the AGM through VC / OAVM shall be open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the proceeding of the AGM. However, it will be available for Members on first come first serve basis.

The attendance through VC/OAVM is restricted and hence Members will be allowed on first come first serve basis. Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come-first-serve basis.

6. For any clarifications in respect of **VC/OAVM**, you may contact Mr. Sagar Ghosalkar at e-mail id sagar.ghosalkar@nsdl.co.in or Mr. Amit Vishal at e-mail id amitv@nsdl.co.in or at 022-2499 4360 / 022-2499 4533/ toll free number – 1800-222-990.

7. Members, holding shares as on cut-off date i.e. Saturday, 18th September, 2021 and who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request from their registered email ID mentioning their name, demat account number/folio number, PAN, mobile number at ngmail@ngil.co.in from September 19, 2021 (9:00 a.m. IST) to September 22, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. Members can raise questions at the AGM through a chat box and they are requested to frame their questions precisely. Once the Member clicks the link for VC/OAVM in shareholder/members login where the EVEN of Company will be displayed, Members will be able to view AGM VC/OAVM proceedings along with the chat box. The questions raised by the Members will be replied by the Company suitably.

9. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 27th AGM through VC/OAVM.

The instructions for Members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote **e-voting**.

ANNEXURE TO THE NOTICE

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

Item No. 3

The Members of the Company at the 26th Annual General Meeting ('AGM') held on 26th September, 2020 approved the appointment of Messrs. Pushpendra Jain & Co., Chartered Accountant, as the Auditors of the Company for a period of one year from the conclusion of the said AGM. The Firm will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. B. N. Jha & Associates., Chartered Accountant (Firm Registration No. 331925E) as the Auditors of the Company for a period of one year from the conclusion of this AGM till the conclusion of the 28th AGM.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found it to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. B. N. Jha & Associates have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

Item no. 4

The tenure of Mr. Rajesh Goenka, Whole-time Director will expire on August 31, 2021. It is proposed to re-appoint him for a period of 3 years, from September 1, 2021 to August 31, 2024.

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 June 29, 2021, approved re-appointment of Mr. Rajesh Goenka as Whole-time Director of the Company, designated as Executive Director with effect from September 1, 2021 to August 31, 2024. 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 2021-22 is 18,00,000/- 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.
- 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. 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.

The Board recommends the resolutions as set out at items number 4. Mr. Rajesh Goenka may be deemed to be interested in the resolution at item No. 4. Mr. Rajesh Goenka is the father of Ms. Neha Goenka, accordingly Ms. Neha Goenka may be deemed to be interested in the said 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 Healthcare.

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	1202.52	1845.74
Expenditure other than Interest and Depreciation	1068.01	1578.71
Profit before Interest, Depreciation and Tax	134.51	267.03
Profit before Tax and Exceptional items	83.27	202.72
Provision for Current Tax	17.40	50.70
Provision for deferred Tax	4.48	4.69
Income tax for earlier years	-	0.70
Net Profit	61.39	146.63

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 36 years in Finance and Corporate Management. He has been with the Company for over 27 years.

2. Past remuneration:

Due to COVID-19 pandemic, Mr. Rajesh Goenka had not taken any remuneration during the financial year ended March 31, 2021.

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 Operations and Prospects under Director Report as well as 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, 2021.

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	36 years in Finance and Corporate Management
List of other Companies in which Directorship held as on 31.03.2021	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 31.03.2021	UNO METALS LTD • Nomination and Remuneration Committee -Member
Shareholding in Company	517500