

N G INDUSTRIES LIMITED

CORPORATE GOVERNANCE REPORT

COMPANY VISION : Our vision for the next phase of development is to be considered the best in Kolkata for affordable Healthcare by the Common Citizen.

MISSION STATEMENT : Our mission is to bring Complete Healthcare of excellent Standards in an affordable manner to all Citizens.

1. Company's Philosophy on Code of Governance:

N G Industries Limited has over the years endeavored to follow practice of Corporate Governance. N G Industries Limited's business objective and that of its management and employees is to provide world class Medical Services at economical rates to citizens. In addition to compliance with regulatory requirements, N.G. Industries Limited endeavors to ensure that standards of ethical and responsible conduct are met throughout the organisation. We believe that Corporate Governance is dependent on transparency, maximum disclosures, un-biased monitoring and being fair to all including shareholders, especially minority shareholders.

2. Board of Directors

As per the requirements of Corporate Governance the composition of Board of Directors is required to have combination of non-executive and independent Directors alongwith the executive Directors.

The Board of Directors of the Company include eminent personalities from all walks of life.

Composition of Board of Directors:

The present strength of the Board is seven Directors. The Board comprises of one Executive and six Non Executive Directors, of these six Non Executive Directors four are Independent Directors.

Name of Director	Executive/ Non Executive/ Independent / Non Independent	No. of outside Directorship	Other Committees	
			Member	Chairman
Mr. Ashok Kumar Goenka	Non-Executive / Non-Independent	2	4	3
Mr. Jagdish Chand Kumbhat	Non-Executive / Independent	4	-	-
Mr. Rajkumar Bajoria	Non-Executive / Independent	1	-	-
Mr. Rajesh Goenka	Executive / Non-Independent	3	-	-
Dr. Subash R. Kamath	Non-Executive / Independent	0	-	-
Mr. Vinod Kumar Singhi	Non-Executive / Independent	0	-	-
Ms. Neha Goenka	Non-Executive / Non-Independent	0	-	-

Inter Director Relationship:

Mr.Ashok Kumar Goenka – Brother of Mr.Rajesh Goenka

Mr.Rajesh Goenka – Brother of Mr.Ashok Kumar Goenka

Ms. Neha Goenka – Daughter of Mr.Rajesh Goenka

Attendance record of Directors:

Name of Director	No. of Board Meetings Held	Attended	Attended last AGM
Mr.Ashok Kumar Goenka	8	7	Yes
Mr.Jagdish Chand Kumbhat	8	6	Yes
Mr.Rajkumar Bajoria	8	6	Yes
Mr.Rajesh Goenka	8	6	Yes
Dr.Subash R. Kamath	8	6	Yes
Mr.Vinod Kumar Singhi	8	6	Yes
Ms.Neha Goenka	8	1	No

The Chairman of the Board is a Non Executive Director and the number of Independent Directors on the Board meet the requirement of Corporate Governance.

N G INDUSTRIES LIMITED

No. of Board Meetings Held 2014-2015:

Total Eight Meetings were held during the year 2014-2015. The dates on which the said Meetings were held are as follows:-

30 th May, 2014	29 th September, 2014	12 th February, 2015
4 th July, 2014	13 th November, 2014	16 th March, 2015
13 th August, 2014	13 th January, 2015	

Details of Directors being appointed/re-appointed (Brief Profile)

Name of Director	Mr. Rajesh Goenka	Ms Neha Goenka
Date of Birth	18.05.1963	12.06.1993
Qualification	B. Com	B. Com
Experience	30 years in Finance & Corporate Management	5 years in Accounts and Front Office Management
List of other Companies in which Directorship held as on 31.03.2015	1. Ganapati Dealcom Pvt. Ltd. 2. Goenka Securities Pvt. Ltd. 3. Uno Metals Ltd.	None
Chairman / Member of the Committees of the Board of Directors of other Companies in which he is a Director as on 31.03.2015	None	None
Shareholding in Company	167500	234500

Updated Profile of entire Board has been put up on company's website.

3. Code of Conduct

The Company has adopted a code of conduct for the Board of Directors and Senior Management of the Company and all of them have affirmed compliance of the same.

4. Audit Committee

The Company has constituted an Audit Committee comprising of Mr. Jagdish Chand Kumbhat, non-executive and independent Director, Mr. Rajkumar Bajoria, non-executive and independent Director and Dr. Subash R. Kamath, a non-executive and independent Director, Mr. Jagdish Chand Kumbhat being the Chairman of the Committee.

Out of the above, Mr. Jagdish Chand Kumbhat and Mr. Rajkumar Bajoria are highly experienced in accounting and financial aspects as well as Corporate laws.

Brief terms of references of the Audit Committee

The role and terms of reference of the Audit Committee covers the areas mentioned under Clause 49 of the Listing Agreement and Companies Act, 2013 besides other terms as may be referred to by the Board of Directors. These include oversight of Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible; reviewing annual and quarterly financial statements with management before submission to the Board; reviewing the adequacy of internal control systems with management, external and internal auditors and reviewing the Company's financial risk and management policies. Audit Committee also oversees the Whistle Blower Policy implementation. Audit Committee oversees & approves Related Party Transactions and disclosures of all Directors, senior management employees for submission to the Board.

N G INDUSTRIES LIMITED

Audit Committee Meeting and attendance during the year

During 2014 - 2015 The Audit Committee Meetings were held on 30.05.2014, 13.08.2014, 13.11.2014 & 12.02.2015.

Name of Director	No. of Meetings attended
Mr.Jagdish Chand Kumbhat	4
Mr.Rajkumar Bajoria	4
Dr.Subash R. Kamath	4

5. Subsidiary Companies

The company does not have any subsidiary/subsidiaries within the meaning of the Companies Act, 2013

6. Disclosure of issue proceeds

The Company did not make any Public, Rights or Preferential Issue of Securities during 2014-2015.

7. Shareholders Committee

a) Share Transfer Committee

The Share Transfer Committee was constituted to deal with various matters relating to share transfer/ transmission, issue of duplicate share certificates, approving the split and consolidation request and other matters relating to transfer and registration of shares.

The members of the committee are Mr.Rajkumar Bajoria non-executive & Independent Director, Mr. Rajesh Goenka, Whole-time-Director and Mr.Vinod Kumar Singhi, non-executive & independent Director. Mr. Rajesh Goenka is the Chairman of the Committee. During financial year 2014-2015, four share transfer committee meetings was held.

b) Stakeholders Relationship Committee

The earlier Shareholders/Investors grievances committee has been now designated as Stakeholders Relationship Committee.

The company constituted the Stakeholders Relationship committee to oversee the redressal of shareholders' and investors' grievances in relation to transfer of shares, non-receipt of annual report and non-receipt of dividend, Issue of duplicate share certificate, oversee Registrar performance, ensure compliance to relevant codes adopted by the Board.

The Company has adopted Codes as prescribed under SEBI (Prohibition of Insider Trading) Regulations 2015 and has approved Mr. Rajesh Goenka –Whole-time-Director to act as Compliance Officer/ Chief Investor Relations Officer as set out therein. The Codes are posted on the Company's website.

Stakeholders Relationship Committee comprises of Mr. Rajesh Goenka, Whole-time-Director & Compliance Officer, Mr. Rajkumar Bajoria, non-executive & independent Director and Mr. Vinod Kumar Singhi, non-executive & independent Director. Mr. Vinod Kumar Singhi is the Chairman of the Committee.

Stakeholders Relationship Committee Meetings and attendance during the year

During 2014-2015 The Stakeholders Relationship Committee Meetings were held on 30.05.2014, 13.08.2014, 13.11.2014 & 12.02.2015.

Name of Director	No. of Meetings attended
Mr. Rajesh Goenka	4
Mr. Raj Kumar Bajoria	4
Mr. Vinod Kumar Singhi	4

A total of 30 complaints were received during the year under review, out of which none were pending as on 31st March, 2015.

N G INDUSTRIES LIMITED

8. Nomination & Remuneration Committee

Terms of reference

The functions of the committee include recommending appointments of Directors, senior members of management, framing evaluation criteria of performance of whole time /independent directors, and that of the board, recommending remuneration policies for directors and senior members of management to the board.

Composition

The Committee is comprising of three Directors, Mr. Rajkumar Bajoria, Chairman, Mr. Vinod Kumar Singhi and Mr. Jagdish Chand Kumbhat. All of them are independent and non-executive Directors. During the Financial Year 2014-15, one Remuneration Committee Meeting was held on 12.02.2015.

Policy/Criteria for Director appointment

Policy for Director appointment has been framed based on broad principals for composition of the board for vacancies arising from time to time. Committee will consider while recommending a candidature of a director the knowledge of the field of the company's activity, fit and proper credentials of the candidate, eligibility of candidate in terms of laws & regulations in force, contribution to board diversity, potential of candidate to give adequate time & attend all meetings, contribute to guiding the company, have a stable tenure on board .

Director Remuneration Policy

The Company's Director Remuneration Policy as considered and recommended by the Nomination Committee and approved by the board is as follows:

- A) The non-executive & non Independent Directors as well as non-executive Chairman will not be entitled to any remuneration except for Director sitting fees.
- B) Independent Directors will enjoy benefits as spelled out in their appointment letters copy of which are available on the companies website as Draft Appointment Letter -Independent Directors at <http://ngind.com/docs/Draft Appointment Letter Independent Directors.pdf>
- C) Executive-Wholetime Directors terms are as approved by Shareholders in the 19th AGM of the Company and detailed in the Annual Report 2012-2013, available on the companies website at <http://ngind.com/docs/Annual Report 2012-2013 with 19th AGM notice to shareholders, Attendance Slip & Proxy Form.pdf>

All non-executive/Independent Directors will be entitled to reimbursement of expenses for attending board/ committee meetings, official visits and participation in various forums on behalf of the Company.

The Company has policy to pay commission on net profits to executive Directors. The details of remuneration paid to the Directors are mentioned below:- During the year however no commission has been paid to Executive Director.

Name of Director	Sitting fee	Salary & perks	Total
Mr.Ashok Kumar Goenka	28000	N.A	28000
Mr.Jagdish Chand Kumbhat	24000	N.A	24000
Mr.Rajkumar Bajoria	24000	N.A	24000
Mr.Rajesh Goenka	N.A	1008000	1008000
Dr.Subash R. Kamath	24000	N.A	24000
Mr.Vinod Kumar Singhi	24000	N.A	24000
Ms. Neha Goenka	N.A	N.A	N.A

The Company does not have any stock option scheme.

The present appointment of Mr. Rajesh Goenka is from 1st September 2013 to 31st August, 2018. Ms.Neha Goenka has been appointed from 16th March, 2015 as an additional Director.

N G INDUSTRIES LIMITED

Performance evaluation of the board and directors

Nomination and remuneration committee has put in place an evaluation framework for evaluation of the Board, Directors and chairman. The board also carries out an evaluation of the various committees. The evaluation of committees is based on the assessment of the compliance with the terms of reference of the same. Evaluation criteria of Independent directors is based on assessment of their fulfillment of responsibilities as set out in their letter of appointment and basically covers their participation, contribution and offering guidance to and understanding of the areas which are relevant to them in their capacity as members of the board. Evaluation of Chairman is based on leadership and board management qualities to bring out the best from the team over time to fulfill the objectives of the Company. Evaluation of the Whole time director is done based on interactive session with all members wherein a presentation is given to the board annually on role played by them individually and the contribution to the Company. Evaluation criteria of non-executive non-independent directors is based on assessment of their fulfillment of responsibilities as set out under the law applicable and basically covers their participation, contribution and offering guidance to and understanding of the areas which are relevant to them in their capacity as members of the board. Separate meeting of Independent Directors is held to evaluate and review the performance of Non-Independent Directors and the Board as a whole & the performance of the Chairperson of the Company taking into account views of executive and non-executive directors as well as above criteria.

9. Board Meetings and Procedures

The Board of Directors met for eight times during the year as mentioned in the beginning. The Agenda papers were sent to all the Directors well in advance for each Meeting and the management presented before the Board all statutory and other important items as recommended by the SEBI Committee including operational plans and budgets, matters relating to work force and details of foreign exchange exposures and exchange rate movement.

The Company has adopted a 'Board Familiarisation Plan' for all Board members and details of the same are posted on the Company's website and can be accessed at <http://ngind.com/docs/Board Familiarisation Plan.pdf>

10. Details of General Meetings

Location and time for last three Annual General Meetings held:

Year	Location	Date & Time	Special Resolution passed
2011-2012	Community Hall, Jay Jayanti Building 2A, Mandeville Gardens, Kolkata-700 019	29.09.2012 11.00 A.M.	NIL
2011-2013	Community Hall, Jay Jayanti Building 2A, Mandeville Gardens, Kolkata-700 019	28.09.2013 11.00 A.M.	Re-appointed Mr.Rajesh Goenka as a Wholetime Director
2012-2014	Community Hall, Jay Jayanti Building 2A, Mandeville Gardens, Kolkata-700 019	24.09.2014 10.30 A.M.	NIL

All the Resolutions including the Special Resolutions set out in the respective notices were passed by the Shareholders. No postal ballots were used for voting at these Meetings. At the forthcoming AGM, there is no item on the agenda that needs approval by postal ballot.

There was no Extra-Ordinary General Meeting held in the three years and no resolution was put through postal ballot.

11. Certificate from Wholetime Director and Chief Financial Officer

Certificate from Mr. Rajesh Goenka, Wholetime Director and Chief Financial Officer, in terms of Clause 49 (V) of the Listing Agreement with the Stock Exchange for the financial year ended 31st March, 2015 was placed before the Board of Directors of the Company in its meeting held on May 28, 2015.

N G INDUSTRIES LIMITED

12. Disclosures

- a) The Company had no materially significant related party transactions, which was considered to have conflict with the interest of the Company at large. The Company has adopted a Policy on materiality of dealing with related party transactions and same is posted on the Company's website and can be accessed through the link <http://ngind.com/docs/Policy on Materiality of and with Related Party Transactions.pdf>
- b) There has not been any non-compliance, penalties or strictures imposed on the Company by the Stock Exchange, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.
- c) The Company has complied with all the applicable mandatory requirements of the revised Clause 49 of the Listing Agreement.
- d) The Company has adopted a Whistle Blower Policy and confirms that no person has been denied access to the Audit Committee.

13. Means of Communication

a) Results published in the Newspapers:

Quarterly Results Quarterly Results were published in The Financial Express and Lottery Sambad and also informed to all the Stock Exchanges where the Shares are listed through fax/speed post.

Half Yearly Results Half Yearly Results were published in The Financial Express and Lottery Sambad and also informed to all the Stock Exchanges where the Shares are listed through fax/speed post.

b) Official News release: Not Issued

c) Presentation to Institutional Investors: Not done.

d) Management Discussion Analysis Report forms part of the Annual Report.

e) BSE Corporate Compliance & Listing Centre/ SEBI Compliance Redress System

14. General Shareholders Information

a) Annual General Meeting

Date and time : 26th September, 2015 at 10.30 A.M.
Venue : Community Hall, Jay Jayanti Building, 2A, Mandeville Gardens, Kolkata - 700019.

b) Date of Book Closure : Tuesday, 22nd September, 2015 to Saturday, 26th September, 2015 (both days inclusive)

c) Dividend payment Date : On or before 26th October, 2015. Payment of Dividend is subject to the approval of the members of the Company at the forthcoming Annual General Meeting.

d) Listing at Stock Exchanges : The Company's Equity Shares are listed at the following Stock Exchanges :
1. The Calcutta Stock Exchange Association Ltd.
2. Bombay Stock Exchange Ltd.

Listing Fee for the year 2014-2015 has been paid to the Stock Exchange(s) within the stipulated time.

e) Stock Code Physical : 1. The Calcutta Stock Exchange Association Ltd. Code – 10024075
2. Bombay Stock Exchange Ltd. Code – 530897

Demat ISIN Number for NSDL & CDSL : INE825C01018

f) Website : The Company has put up a website : www.ngind.com with all information for shareholders.

N G INDUSTRIES LIMITED

g) Registrar and Share

Transfer Agent : S.K.Infosolutions Pvt.Ltd.
34/1A, Sudhir Chatterjee Street, Kolkata – 700006
Phone: 033 2219 6797, Fax: 033 2219 4815
Email: skcomputers_kolkata@vsnl.net, skc@skinfo.in

h) Stock Market Data

The month wise High & Low quotations of the Shares Traded during April, 2014 to March, 2015 at CSE and BSE.

Month	The Calcutta Stock Exchange Association Limited (CSE)			Bombay Stock Exchange Limited (BSE)		
	Month's High Price	Month's Low Price	Volume	Month's High Price	Month's Low Price	Volume
April, 2014	-	-	-	56.00	48.80	1988
May, 2014	-	-	-	71.90	48.50	85090
June, 2014	-	-	-	72.80	68.50	16676
July, 2014	-	-	-	74.90	68.50	977
August, 2014	-	-	-	83.00	70.00	1883
September, 2014	-	-	-	86.00	73.00	12349
October, 2014	-	-	-	94.00	82.85	567
November, 2014	-	-	-	88.80	68.05	2045
December, 2014	-	-	-	86.00	71.20	1063
January , 2015	-	-	-	80.65	68.20	4389
February, 2015	-	-	-	84.85	70.35	6766
March, 2015	-	-	-	84.75	63.55	2998
Total			-			136791

i) a) Shareholding pattern as on 31st March, 2015

SL No.	Category	No of Shares (Issued Equity)	Percentage
1	Promoters	2408700	71.89
2	Indian Financial Institutions, Bank , Mutual Funds	-	-
3	Foreign Institutions Investors/ NRIs	1602	0.05
4	Others	940198	28.06
	Total	3350500	100.00

b) Distribution of Shareholding as on 31st March, 2015

Shareholding of nominal Value of Rs.	Shareholders Folios		No. of Shares	
	No. of Shareholders	% to Total	No. of Equity Shares	% to Total
Upto - 5000	696	81.69	91415	2.73
5010 - 10000	65	7.63	51315	1.53
10010 - 20000	27	3.17	37802	1.13
20010 - 30000	18	2.11	46602	1.40
30010 - 40000	8	0.94	27264	0.81
40010 - 50000	5	0.59	24300	0.73
50010 - 100000	10	1.17	74827	2.23
100010 - 500000	10	1.17	205196	6.12
500010 - 1000000	5	0.59	358179	10.69
1000010 and above	8	0.94	2433600	72.63
Total	852	100.00	3350500	100.00

N G INDUSTRIES LIMITED

j) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely impact on equity : The Company has not issued any of these instruments so far.

- k) Divisions**
- : 1. N G Medicare & Calcutta Hope Infertility Clinic
123A, Rash Behari Avenue, Kolkata – 700029
 - : 2. N G Nursing Home
23, Southern Avenue
(Renamed as Dr. Meghnad Saha Sarani), Kolkata -700026
 - : 3. N G Pharmacy
- 123A, Rash Behari Avenue, Kolkata - 700029
- 23, Southern Avenue, Kolkata - 700026

l) Dematerialisation of Shares

The Company has an Agreement with Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL) so that Shareholders of the Company could avail the benefits of the multi depository systems. Upto 31st March, 2015 ,3107663 Shares representing 92.75% of the total Share capital are already under demat which has resulted in reducing the physical delivery related problems to a large extent. Entire Promoter share holding has been dematerialized.

m)Financial Calendar (Tentative and subject to change) for the year 2015-2016

Financial reporting for the first quarter ending, 30th June, 2015	Week before 15th August, 2015
Financial reporting for the second quarter ending, 30th September, 2015	Week before 15th November, 2015
Financial reporting for the third quarter ending, 31st December, 2015	Week before 15th February, 2016
Financial reporting for the year ending 31st March, 2016	Last week of May, 2016
Annual General Meeting for the year ending 31st March, 2016	Last week of September, 2016

n)Investors correspondence may be addressed to

S.K.Infosolutions Pvt.Ltd.
34/1A, Sudhir Chatterjee Street, Kolkata – 700006, Tel: 22196797, email :skcomputers_kolkata@vsnl.net, skc@skinfo.in

Or

Director, N.G.Industries Ltd.
1st Floor, 37A, Southern Avenue (Renamed as Dr. Meghnad Saha Sarani, Kolkata–700029, Tel: 033 24197542
Fax : 033 2464 6390 email : ngmail@vsnl.com website : www.ngind.com

Shareholders holding Shares in electronic mode should address all their change of registered address to their respective Depository Participants.

o) Declaration by the Whole-time-Director on the Code of Conduct

Pursuant to clause 49 of the Listing Agreement with Stock Exchanges, I, Rajesh Goenka, Whole-time-Director of N G Industries Limited, declare that all the Board Members and senior Executives of the Company have affirmed their compliance with the Code of Conduct of the Company during the financial year 2014-2015.

Kolkata
28th day of May, 2015

Rajesh Goenka
Whole-time-Director