

# N. G. INDUSTRIES LTD.

CIN-L74140 WB 1994 PLC 065937

1<sup>st</sup> Floor, 37A Southern Avenue, Kolkata-700 029  
(Renamed as Dr. Meghnad Saha Sarani)

Ph: +91 8017520040, 033 24197542  
fax: 033 2464 6390  
email: ngmail@vsnl.com

September 22, 2018

To  
The Secretary  
Bombay Stock Exchange Limited  
Registered Office: Floor 25,  
P.J. Towers, Dalal Street,  
Mumbai – 400001  
Scrip Code No. 530897

To  
The Secretary  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range  
Kolkata - 700001  
Scrip Code No. 10024075

Dear Sirs,

**Sub: Outcome of 24<sup>th</sup> Annual General Meeting of the Company**

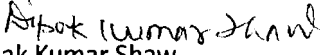
We wish to inform you that 24<sup>th</sup> Annual General Meeting of the Company was duly convened on Saturday, 22<sup>nd</sup> September, 2018 at registered office of the Company at 1<sup>st</sup> floor, 37A, Dr Meghnad Saha Sarani, Kolkata – 700029 at 10.30 A.M.

Enclosed please find the following for your information and records:

1. A summary of the proceeding of the 24<sup>th</sup> Annual General Meeting (AGM) of the Company, in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (enclosed as Annexure – A)
2. The details regarding the voting results in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (enclosed as Annexure – B)
3. Consolidated Report of the Scrutinizer dated 22<sup>nd</sup> September, 2018. (enclosed as Annexure C)

In connection with the above, and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that Resolution Nos. 1 to 5 as stated in the Notice dated 29<sup>th</sup> May, 2018 were passed by the Shareholders by requisite majority.

Thanking you,  
Yours faithfully  
For N G Industries Ltd

  
Dipak Kumar Shaw  
Company Secretary & Compliance officer  
Encl: as above

# N. G. INDUSTRIES LTD.

CIN-L74140 WB 1994 PLC 065937

Annexure - A

1<sup>st</sup> Floor, 37A Southern Avenue, Kolkata-700 029  
(Renamed as Dr. Meghnad Saha Sarani)

Ph: +91 8017520040, 033 24197542  
fax: 033 2464 6390  
email: ngmail@vsnl.com

## Summary of the Proceedings of the 24<sup>th</sup> Annual General Meeting of N G INDUSTRIES LIMITED

The 24<sup>th</sup> Annual General Meeting (AGM) of the Members of N G Industries Ltd was convened on Saturday, the 22<sup>nd</sup> September, 2018 at Registered Office of Company at 1<sup>st</sup> Floor, 37A, Dr Meghnad Saha Sarani, Kolkata- 700029 at 10.30 A.M.

- **Shri. Rajesh Goenka, Chairman & Whole-time Director** chaired the Meeting. The businesses before the Meeting were taken up as the quorum was present, which remained present throughout the Meeting. As per the records of attendance, 28 members were present in person or through proxy at the Meeting.
- The Meeting was attended by all the Directors, **Shri. Santosh Kumar Thakur**, Chief Financial Officer, **Shri. Dipak Kumar Shaw**, Company Secretary, **Shri. Pushpendra Jain**, Proprietor of M/s Pushpendra Jain & Co., Statutory Auditor, **Shri. Sahadeb Rath**, Secretarial Auditor and Scrutinizer.
- The Chairman welcomed and addressed the members about the financial performance of the Company for the year ended 31<sup>st</sup> March, 2018. He briefed the members about the future outlook of the Company.
- The Chairman covered the items of Ordinary Businesses and Special Businesses before the Meeting, as listed under Serial Nos. 1 to 5 of the Notice dated 29<sup>th</sup> May, 2018. He informed that there is no qualification, reservation or adverse remark in the Auditor's Report on the Financial Statements.
- The Chairman informed the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with the relevant Rules of the Act, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting. The Company had engaged the Services of National Securities Depository Limited (NSDL) for providing e-voting facilities. The e-voting period commenced at 9.00 A.M. on Wednesday, 19<sup>th</sup> September, 2018 and ended at 5.00 P.M. on Friday, 21<sup>st</sup> September, 2018.
- The chairman further informed the Meeting that the facility for voting through Ballot paper has been made available at the Meeting for the Members who have not cast their vote through e-voting. Thereafter, **Shri. Dipak Kumar Shaw**, Company Secretary, read the Statutory Auditor's Report.
- The Chairman of the Meeting invited the Members to raise questions, offer comments or seek clarifications on matters relating to Agendas stated in Notice dated 29<sup>th</sup> May, 2018 convening the 24<sup>th</sup> Annual General Meeting of the Company. No questions were raised by the Shareholders.
- Thereafter, the Chairman of the Meeting asked those Members who could not cast their vote through e-voting to then cast their vote through Ballot paper.



# N. G. INDUSTRIES LTD.

CIN-L74140 WB 1994 PLC 065937

1<sup>st</sup> Floor, 37A Southern Avenue, Kolkata-700 029  
(Renamed as Dr. Meghnad Saha Sarani)

Ph: +91 8017520040, 033 24197542  
fax: 033 2464 6390  
email: ngmail@vsnl.com

- Thereafter, the Chairman of the Meeting announced that the result of e-voting and physical voting shall be submitted to the Stock Exchange in the prescribed format and the said results along with the Consolidated report of the Scrutinizer, shall also be placed on the Company's website at [www.ngind.com](http://www.ngind.com) and at NSDL website, the agency providing e-voting facility within 48 hours of conclusion of AGM.

The following resolutions have been passed by Members with requisite majority:

## Ordinary businesses

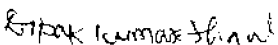
1. Adoption of Audited Financial Statement of the Company for the Financial Year ended 31st March, 2018 together with, the Report of the Directors and Auditors' Report thereon. - **Ordinary Resolution**
2. Declaration of dividend for the financial year ended 31<sup>st</sup> March, 2018. - **Ordinary Resolution**
3. Appointment of a Director in place of Mr. Rajesh Goenka (DIN NO: 00157319), who retires by rotation and being eligible, offers himself for re-appointment. - **Ordinary Resolution**
4. Appointment of M/S. Pushpendra Jain & Co., Chartered Accountant, Kolkata, (Firm Registration No. 320233E) as Statutory Auditors of the Company for a period of one year till the Conclusion of the 25<sup>th</sup> AGM of the Company and authority to Board of Directors to fix remuneration. - **Ordinary Resolution**

## Special business

5. Re-appointment of and remuneration payable to Mr. Rajesh Goenka as whole-time Director (DIN: 00157319) for a further period of three years with effect from September 1, 2018 to August 31, 2021. - **Ordinary Resolution**

The meeting including the formalities relating to the Ballot Process concluded at 11.07 A.M. with a vote of thanks to the Chair.

Thanking you,  
Yours faithfully  
For N G INDUSTRIES LTD

  
Dipak Kumar Shaw  
Company Secretary & Compliance Officer



**N G INDUSTRIES LIMITED**

CIN: L74140WB1994PLC065937

**ANNEXURE: B**

Registered Office: 1st Floor , 37A, Dr Meghnad Saha Sarani, Kolkata-700029  
website: www.ngind.com, Email: ngmail@vsnl.com, Fax: 033 2464 6390, Phone: 033 2419 7542

**Voting Details of 24th Annual General Meeting (AGM)**

<b>Date of the AGM</b>	22nd September, 2018
<b>Total number of shareholders on record date</b>	1439 as on cut-off date i.e. 15th September, 2018
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	10
Public:	18
Total	28
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	N.A.
Promoters and Promoter Group:	
Public	



Resolution No. 1: To received, consider and adopt the Audited Balance Sheet as at 31, March 2018 and Profit & Loss Account for the year ended on that date together with the Report of the Directors and Auditors' Report thereon.

Whether promoter/promoter group are interested in the agenda/resolution?		No	
Resolution required(Ordinary/Special)		Ordinary Resolution	
Category	Mode of Voting	(1)	(2)
Promoter & Promoter Group	E-Voting	24,96,000	100
	Physical	-	-
	Total	24,96,000	100
Public Institutional Investors	E-Voting	0	0
	Physical	0	0
	Total	0	0
Public - Others	E-Voting	6,93,315	7.48
	Physical	55	0.01
	Total	7,48,315	7.48
	Total	32,40,315	79.41
	Physical	64,000	7.48
	Total	32,40,315	79.41
No. of Shares held		32,40,315	79.41
No. of votes polled		32,40,315	79.41
% of votes polled on out-standing shares		100	100
No. of votes - In favour		32,40,315	79.41
No. of votes - against		0	0
% of votes in favour on votes polled		100	100
% of votes against on votes polled		0	0

\* Valid votes polled have been considered

Whether promoter/promoter group are interested in the agenda/resolution?		No	
Resolution required(Ordinary/Special)		Ordinary Resolution	
Category	Mode of Voting	(1)	(2)
Promoter & Promoter Group	E-Voting	24,96,000	100.00
	Physical	0	0.00
	Total	24,96,000	100.00
Public Institutional Investors	E-Voting	0	0
	Physical	0	0
	Total	0	0
Public - Others	E-Voting	6,93,315	7.48
	Physical	55	0.01
	Total	7,48,315	7.48
	Total	32,40,315	79.41
	Physical	64,000	7.48
	Total	32,40,315	79.41
No. of Shares held		32,40,315	79.41
No. of votes polled		32,40,315	79.41
% of votes polled on out-standing shares		100.00	100.00
No. of votes - In favour		32,40,315	79.41
No. of votes - against		0	0
% of votes in favour on votes polled		100	100
% of votes against on votes polled		0	0

\* Valid votes polled have been considered



**Resolution No.3 : To appoint a Director in place Mr. Eylesh Goshu (DIN 80,00187819), who retires by rotation and being eligible, offers himself for re-appointment.**

Category	Mode of Voting	No. of Shares held (H)	Ordinary Resolution					
			No. of votes polled (P)	% of votes polled on out-standing shares (P) = P/(P+I)*100	No. of votes - in favour (F)	No. of votes - against (A)	% of votes in favour on votes polled (F) = F/(F+A)*100	% of votes against on votes polled (A) = A/(F+A)*100
Promoter & Promoter Group	E-Voting	24,58,000	2456000	100.00	0	0	100.00	0
	Ballot		0	0.00	0	0	0.00	0
	Postal Ballot (If applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2456000	100.00	0	0	100.00	0.00
Public Institutional holders	E-Voting		0	0	0	0	0	0
	Ballot		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0
	Total		0	0.00	0	0	0.00	0
Public - Others	E-Voting	8,54,500	63935	7.48	63935	0	100.00	0
	Ballot		0	0.01	0	0	0	0
	Postal Ballot (If applicable)		64000	7.49	64000	0	100.00	0.00
	Total		2840000	78.41	2840000	0	100.00	0.00

\* Valid votes polled have been considered

**Resolution No.4 : To appoint M/S. Pashpendra Jain & Co., Chartered Accountant (Firm Registration No. 202233) as Statutory Auditors of the Company for a period of one year till the conclusion of next AGM and authorized Board of Directors to fix remuneration for the year ended 31st March, 2019**

Category	Mode of Voting	No. of Shares held (H)	Ordinary Resolution					
			No. of votes polled (P)	% of votes polled on out-standing shares (P) = P/(P+I)*100	No. of votes - in favour (F)	No. of votes - against (A)	% of votes in favour on votes polled (F) = F/(F+A)*100	% of votes against on votes polled (A) = A/(F+A)*100
Promoter & Promoter Group	E-Voting	24,58,000	2456000	100.00	0	0	100.00	0
	Ballot		0	0.00	0	0	0.00	0
	Postal Ballot (If applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2456000	100.00	0	0	100.00	0.00
Public Institutional holders	E-Voting		0	0	0	0	0	0
	Ballot		0	0	0	0	0	0
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0
	Total		0	0.00	0	0	0.00	0
Public - Others	E-Voting	8,54,500	63935	7.48	63935	0	100.00	0
	Ballot		0	0.01	0	0	0	0
	Postal Ballot (If applicable)		64000	7.49	64000	0	100.00	0.00
	Total		2840000	78.41	2840000	0	100.00	0.00

\* Valid votes polled have been considered



Resolution No.5 : Re-appointment of and remuneration payable to Mr. Rajesh Genta as Whole Time Director (DIR: 00157319) for a further period of three years with effect from 1st September, 2018 to 31st August, 2021.

Category	Mode of Voting	No. of Share held (1)	Ordinary Resolution							
			Yes	No. of votes polled (2)	% of votes polled on outstanding shares (3) = (2)/(1)*100	No. of votes - in favour (4)	% of votes - against (5) = (4)/(2)*100	% of votes in favour on votes polled (6) = (4)/(2)*100	% of votes against on votes polled (7) = (5)/(2)*100	
Promoter & Promoter Group	E-Voting	24,96,000	2496000	100.00	2496000	100.00	0	0.00	0	0
	Postal Ballot (if applicable)		0	0.00	0	0.00	0	0.00	0	0
	Total		2496000	100.00	2496000	100.00	0	0.00	0	0
Public Institutional holders	E-Voting		0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0	0
	Total		0	0.00	0	0.00	0	0.00	0	0
Public - Others	E-Voting		63033	7.48	63855	50	99.92	100	0.08	0
	Postal Ballot (if applicable)	8,54,500	65	0.01	65	0	100	0	0	0
	Total		64000	7.49	63950	80	99.92	100	0.08	0
Total		33,80,500	2560000	76.41	2699500	80	100.00	100.00	0.00	0.00

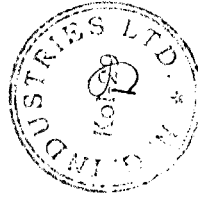
\* Valid votes polled have been considered

We have also attached herewith the scrutinizer report on e-voting.

Thanking You,  
Your faithfully,  
For N G INDUSTRIES LIMITED

*Dipak Kumar Shaw*

Dipak Kumar Shaw  
(Company Secretary)



Annexure - C

# SAHADEB RATH

**B.Com(Hons.), ACS**

**Practicing Company Secretary**

**31/1, Chatawala Lane,  
2<sup>nd</sup> Floor, Room No. 209,  
Kolkata-700012,  
phone (O)-03322360745,  
(M)-9830363084**

**Email-sahadevrath@yahoo.co.in**

Dated: 22.09.2018

To  
Mr. Rajesh Goenka  
The Chairman  
**NG INDUSTRIES LIMITED**  
37A, Southern Avenue, 1<sup>st</sup> Floor  
(Renamed as Dr. Meghnad Saha Sarani)  
Kolkata - 700 029

Dear Sir,

Sub: Scrutinizer's Report on the Remote E-voting and voting through Ballot at the Meeting in respect of the resolutions contained in the notice of the Twenty Fourth ( 24<sup>th</sup> ) Annual General Meeting of NG Industries Limited held On 22<sup>nd</sup> September, 2018.

Please find enclosed herewith the Scrutinizer's Report dated 22<sup>nd</sup> September 2018 on the Remote E-voting and voting through Ballot paper at the meeting in respect of the 24<sup>th</sup> Annual General Meeting of N G Industries Limited held on 22<sup>nd</sup> September, 2018.

Regards

  
**SAHADEB RATH**  
*Practicing Company Secretary*  
C. P. No.-3452  
Memb No.-13298  
**Sahadeb Rath**  
Practicing Company Secretary  
Membership No-13298  
CP No-3452

Place: Kolkata  
Enclosure: As above



# SAHADEB RATH

**B.Com(Hons.), ACS**

**Practicing Company Secretary**

31/1, Chatawala Lane,  
2<sup>nd</sup> Floor, Room No. 209,  
Kolkata-700012,  
phone (O)-03322360745,  
(M)-9830363084  
Email-sahadevrath@yahoo.co.in

## SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL

*(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014 read with amendments made thereto)*

To

Mr.Rajesh Goenka  
The Chairman of 24<sup>th</sup> Annual General Meeting of  
N G INDUSTRIES LIMITED  
(Corporate Identity Number- L74140WB1994PLC065937)  
37A, Southern Avenue, 1<sup>st</sup> Floor  
(Renamed as Dr. Meghnad Saha Sarani)  
Kolkata - 700 029

Ref: 24<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of NG Industries Limited held at 37A, Dr. Meghnad Saha Sarani ( Southern Avenue) , 1<sup>st</sup> Floor , Kolkata – 700029 on Saturday, the 22<sup>nd</sup> September, 2018 at 10.30 A.M.

Sub: Scrutinizer's Report on the "Remote E-Voting" and "Voting through Ballot at the AGM Venue in respect of the resolutions contained in the Notice calling the 24<sup>th</sup> Annual General Meeting of NG Industries Limited.

Dear Sir,

1. I, Sahadeb Rath, Practicing Company Secretary, have been appointed as the Scrutinizer by M/s. N G Industries Limited (the Company), vide a resolution passed by the Board of Directors of the Company at their meeting held on 29<sup>th</sup> May, 2018, in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended, and pursuant to the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to carry out the scrutiny of the Remote E-Voting and Voting through Ballot at the venue of the said Annual General Meeting for and in respect of all the 5 resolutions, as mentioned herein below and as contained in the Notice dated 29<sup>th</sup> May 2018 convening the said Annual General Meeting ("said AGM", here in after) and ascertaining the requisite majority.
2. I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on Saturday , the 22<sup>nd</sup> September, 2018 at 10.30 A.M..
3. The Notice dated 29<sup>th</sup> May, 2018 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

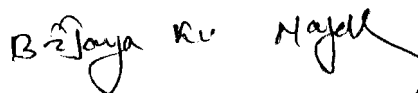
**SAHADEB RATH**  
Practicing Company Secretary  
C.P.No.-3452  
Memb No.-13298

4. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and voting at the venue of the Annual General Meeting through ballot paper/polling paper on the resolutions contained in the Notice dated 29<sup>th</sup> May 2018 convening the 24<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the Remote e-voting process and for poll at the venue of the AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report of the votes cast in 'favour' or in 'against' the resolutions contained in the Notice of 24<sup>th</sup> Annual General Meeting of the Company, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL) the authorised agency engaged by the Company to provide e-voting facility for e-voting and report on poll conducted at the AGM.
5. In E-voting, members had to vote by logging on to [www.evoting.nsd.com](http://www.evoting.nsd.com) and following the procedure laid down in the notice dated 29<sup>th</sup> May 2018. The E-voting period commenced on Wednesday, 19<sup>th</sup> September, 2018 (09.00 am) and ends on Friday 21<sup>st</sup> September 2018 (5.00 pm).
6. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 members were requested to cast their vote electronically on e-voting platform provided by National Securities Depository Limited (NSDL) conveying their assent or dissent, as the case may be, before 5 PM on 21<sup>st</sup> September, 2018 in respect of Resolution(s) as set out therein.
7. The e-voting module were provided by National Securities Depository Limited (NSDL). Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 15<sup>th</sup> September, 2018 were allowed to cast their vote electronically. The voting rights of shareholders were in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 15<sup>th</sup> September, 2018. In terms of the said Notice, votes cast through evoting form were considered valid.
8. After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.
9. The said remote e-voting at portal [www.evoting.nsd.com](http://www.evoting.nsd.com) were thereafter unblocked in the presence of following two witnesses who were not in the employment of the company after the voting by physical ballots at the AGM Venue were completed and counted.

(a) Mr. Bhaskar Jena



(b) Mr. Bijay Kumar Nayak



**SAHADEB RATH**  
Practising Company Secretary  
C. P. No. - 3452  
Memb No - 13298

10. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and voting through ballot paper at the AGM.
11. I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.

**Ordinary Business**

**Item No.1- Ordinary Resolution**

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.

- i. Voted in favour of the resolution:


Mode of Voting	Number of members voted	Number of votes cast by them (one share one vote basis)	% of total number of valid votes cast
Remote E-voting	29	2559935	100.00
Through Ballot	4	65	0.00
Total	33	2560000	100.00

- ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them (one share one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
Through Ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

- iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them (one share one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	NA
Through Ballot	Nil	Nil	NA
Total	Nil	Nil	NA

  
**SAHADEB RATH**  
 Practicing Company Secretary  
 C. P. No. 3452  
 Memb No. -13298

**Item No.2- Ordinary Resolution**

**To declare a dividend on Equity Shares.**

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	29	2559935	100.00
Through Ballot	4	65	0.00
Total	33	2560000	100.00

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
Through Ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	NA
Through Ballot	Nil	Nil	NA
Total	Nil	Nil	NA

**Item No.3-Ordinary Resolution**

**To appoint a director in place of Mr. Rajesh Goenka ( DIN 00157319), who retires by rotation and being eligible, offers himself for re-appointment.**

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	29	2559935	100.00
Through Ballot	4	65	0.00
Total	33	2560000	100.00

**SAHADEB RATH**  
Practicing Company Secretary  
C. P. No.-3452  
Memb No.-13298

**SAHADEB RATH**  
Practicing Company Secretary  
C. P. No.-3452  
Memb No.-13298

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
Through Ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	NA
Through Ballot	Nil	Nil	NA
Total	Nil	Nil	NA

**Item No.4-Ordinary Resolution**

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.

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	29	2559935	100.00
Through Ballot	4	65	0.00
Total	33	2560000	100.00

**SAHADEB RATH**  
 Practising Company Secretary  
 C. P. No.-3452  
 Memb No.-13298

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
Through Ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	NA
Through Ballot	Nil	Nil	NA
Total	Nil	Nil	NA

**Special Business**

**Item No.5-Ordinary Resolution**

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.

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	28	2559885	100.00
Through Ballot	4	65	0.00
Total	32	2559950	100.00

**SAHADEB RATH**  
 Practising Company Secretary  
 C. P. No.-3452  
 Memb No.-13298

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	1	50	0.00
Through Ballot	Nil	Nil	Nil
Total	1	50	0.00

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	NA
Through Ballot	Nil	Nil	NA
Total	Nil	Nil	NA

12. Based on the aforesaid results the resolution nos. 1 to 5 as contained in the Notice dated 29<sup>th</sup> May 2018 convening the 24<sup>th</sup> Annual General Meeting of the members of the Company have been passed with the requisite majority.

13. All the relevant records relating to the voting through polling paper is under my safe custody and will be handed over to the Company Secretary for preserving safely after the chairman considers approves and signs the minutes of the AGM.

14. This report has been issued at the request of the company for submission to Stock Exchanges in which the Company is listed and placing on the website of the company and website of National Securities Depository Limited (NSDL). This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,  
Yours faithfully,

  
**SAHADEB RATH**  
Practicing Company Secretary  
C. P. No.-3452  
Memb No.-13298  
**Sahadeb Rath**  
Practicing Company Secretary  
Membership No-13298  
CP No-3452

Dated:-September 22, 2018  
Place:-Kolkata