

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 **twenty sixth Annual General Meeting** of the Members of the Company will be held on Saturday, the 26th day of September, 2020 at 10.30 A.M. through video conferencing/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, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh Goenka (DIN: 00157319), who retires by rotation at this Annual General Meeting and being eligible, offer himself for re-appointment.
3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, Messrs. Pushpendra Jain & Co., Chartered Accountant (Firm Registration No. 320233E), 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 27th Annual General Meeting of the Company, at such remuneration to be fixed by the Board of Directors of the Company.”

Place: Kolkata
29th June, 2020

By Order of the Board
For N G Industries Ltd

Dipak Kumar Shaw
Company Secretary

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NOTES:

1. In view of the continuing restrictions placed due to CoVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 05, 2020 read with circular dated April 08, 2020 and April 13, 2020 (collectively referred to as MCA Circulars) allowed to hold the Annual General Meeting (AGM) through Video conferencing/other Audio Visual Means (OAVM), without physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (Act), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and MCA circulars, the AGM of the Company is being held through VC/OAVM, the deemed venue for the 26th AGM shall be registered office of the Company.
2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
3. In terms of MCA circulars, the physical attendance of members has been dispensed with and there is no requirement to appointment of proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the Annual General Meeting and hence the proxy forms and the attendance slip are not annexed to this notice.
4. Corporate Members intending to appoint their authorized representatives to attend the Annual General Meeting, pursuant to section 113 of the Companies Act, 2013, are requested to send to the Company scanned copy (PDF/JPG Format) of certified board resolution authorizing their representatives to attend the AGM through VC and vote on their behalf through remote e-voting or voting at AGM. The said resolution shall be sent to the scrutinizer by e-mail through its registered e-mail address to sahadevrath@yahoo.co.in.
5. The register of Members and Share Transfer Book of the Company will be closed from Saturday, 19th September, 2020 to Saturday, 26th September, 2020.
6. A statement giving additional details of the Directors seeking re-appointment as set out at item no. 2 is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
7. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven working days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
8. Members are requested to notify immediately changes, if any, in their registered address to the Company's Registrar and Share Transfer Agent M/s S.K. Infosolutions Private Limited, 34/1A, Sudhir Chatterjee Street, Kolkata – 700006. Members are also requested to furnish their bank details to the Company's Share Transfer Agent immediately for printing the same on dividend warrants/cheque to prevent fraudulent encashment of the instruments.

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9. Mr. Rajesh Goenka, Director retire by rotation and, being eligible, offer themselves for re-appointment at the Annual General Meeting. A brief resume of the said director is given below.

Name	Mr. Rajesh Goenka
Director Identification number	00157319
Date of Birth	28/05/1963
Qualification	B. Com (Hons.)
Brief Resume and nature of expertise in functional area	Mr. Rajesh Goenka is a well-known industrialist having knowledge, experience and expertise in Finance and Corporate Management of 35 years.
Relation with other Directors, Key Managerial Personnel of the Company	Mr. Rajesh Goenka is the father of Ms. Neha Goenka, Non-executive Promoter Director of the Company
Number of Meetings of the Board attended during the year	6
Shareholding in Company	5,17,500
List of Directorship(s) held in other Board	Listed Company: UNO Metals Ltd Unlisted Company: Ganpati Dealcom Private Limited
Membership/Chairmanship of Committees of other Boards	Committee Memberships: Nomination and Remuneration Committee UNO Metals Ltd

10. As per MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, notice of AGM along with Annual Report 2020 is being sent only through e-mail to those shareholders whose e-mail address is registered with the Company/depository. Members may note that the notice of AGM and Annual Report 2019-20 is available on the Company's website www.ngind.com.

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PROCESS FOR MEMBERS OPTING FOR E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and sub-clause (1) & (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, the Company will be providing members facility to exercise their rights to vote on resolution proposed to be considered at the ensuing Annual General Meeting (AGM) by electronics means and the business may be transacted through e-voting services. The facility of casting votes by members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL). The detailed procedure to be followed in this regard has been given in Annexure A to the Notice. The members are requested to go through them carefully.

Annexure A to the Notice

Instruction for the voting through electronic means

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of “two steps” which are mentioned below:

Step 1: Login to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on step 1 is mentioned below:

How to log-in to NSDL e-Voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder’ section.
3. A new screen will open. You will have to enter your User ID, your password and verification code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to step 2 i.e. cast your vote electronically.

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4. 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 folio number is 001*** and EVEN is 101456 then usr ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login 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' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Track 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 NSDL account, last 8 digit of 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'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. 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 are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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c) If you are still unable to get the password by aforesaid two options, you can send a request at 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 the votes on the e-Voting system of NSDL

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

Details on step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. 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 not to 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 for e-voting, you may contact the following NSDL officials: M/s. Pallavi Mhatre at e-mail id pallavid@nsdl.com or M/s Sarita Mote at e-mail Id saritam@nsdl.com or at 022-2499 4559/022-2499 4545/toll free number – 1800-222-990.

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.

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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, 19th September, 2020 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 20, 2020 (9:00 a.m. IST) to September 23, 2020 (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 26th 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.