

N G INDUSTRIES LTD

CIN : L74140WB1994PLC065937

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

Kolkata - 700 029

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Email: ngmail@ngil.co.in Website: www.ngind.com

NOTICE TO MEMBERS

Notice is hereby given, that the 30th Annual General Meeting of the Members of the Company will be held on **Saturday, the 28th day of September, 2024 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 standalone financial statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of ₹ 3.50 per equity shares of the face value of ₹ 10 each (35%), of the Company for the financial year ended 31st March, 2024.
3. 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.

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, 2024 to August 31, 2027 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.”

“**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies, West Bengal and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

5. Appointment of Mr. Pramod Kumar Dhelia (DIN: 00649782) as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee and Board of Directors, the

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consent of the Members of the Company be and are hereby accorded to the appointment of Mr. Pramod Kumar Dhelia as Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from this Annual General Meeting.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorized Representative(s) including Company Secretary of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. Appointment of Mr. Satya Prakash Tolasaria (DIN: 00671904) as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and are hereby accorded to the appointment of Mr. Satya Prakash Tolasaria as Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from this Annual General Meeting.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorized Representative(s) including Company Secretary of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Place: Kolkata
23rd May, 2024

By Order of the Board
For N G Industries Ltd

S Prasad
Company Secretary
(Membership No: ACS 10242)

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NOTES:

1. In continuation of Ministry's General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars"), MCA vide its General Circular No. 09/2023 dated September 25, 2023 has allowed companies, whose Annual General Meetings ("AGM") are due in the year 2024, to conduct their Annual General Meetings on or before 30th September, 2024 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. Corporate members are requested to send at sahadevrath@yahoo.co.in or ngmail@ngil.co.in before e-voting/ attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013
3. The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2024 to September 28, 2024 both days inclusive, for determining the entitlement of the shareholders to the Dividend for F.Y. 2023-2024, if declared.
4. The Dividend on Equity Shares, as recommended by the Board of Directors, if declared at the meeting, will be credited/ dispatched between October 1, 2024 and October 27, 2024 to those shareholders whose names appear in the Register of Members on September 21, 2024. In case of shares held in dematerialized form, the dividend thereon will be paid to Beneficial Owners as per details furnished by the Depositories, i.e. National Securities Depositories Limited and Central Depository Services (India) Limited as on the close of the business hours on September 21, 2024.
5. Members who hold shares in dematerialized form, kindly note that their Bank Account details, registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, S.K. Infosolutions Private Limited cannot act on any request received directly from the members holding shares in dematerialized form, for deletion or change in such Bank Account details. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participants about such change with complete details of Bank Account.
6. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend, are requested to notify the Company/ S. K. Infosolutions Private Limited.
7. The Company has transferred the unpaid or unclaimed dividends declared up to the financial years 2015-16, from time to time on due dates to the Investor Education and Protection Fund (IEPF) established by the Central Government.
8. Pursuant to the provisions of the IEPF, the Company has uploaded the details of unpaid and unclaimed amounts lying with Company as on 31st March, 2023, on the website of the IEPF Authority viz. www.iepf.gov.in and on the website of the Company and the same can be accessed through the website of the Company. The Company has been sending reminders to members having unpaid/ unclaimed dividend before transfer of such dividends to IEPF.
9. Members are requested to note that, dividends if not encashed for a period of seven years from the date of transfer to Unpaid dividend account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividend if not encashed for 7 consecutive years are also liable to be transferred to the demat account of IEPF Authority. In view of this, members are requested to claim their dividends from the Company within the stipulated time line.

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Due dates for transfer of unclaimed / unpaid dividends for the financial year 2015-16 and thereafter to IEPF are as follows:

F.Y. Ended	Declaration Date	Due Date
March 31, 2017	September 23, 2017	October 25, 2024
March 31, 2018	September 22, 2018	October 24, 2025
March 31, 2019	September 21, 2019	October 24, 2026
March 31, 2022	September 24, 2022	October 30, 2029
March 31, 2023	September 30, 2023	November 06, 2030

10. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the financial year 2023-24, transferred to the IEPF Authority, all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more on 13.12.2023. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the website (www.ngind.com) of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
- (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the weblink: www.iepf.gov.in/IEPF/corporates.html or contact S. K. Infosolutions Private Limited for lodging claim for refund of shares and/ or dividend from the IEPF Authority.
11. Members may note that, in terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialized form.
12. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA. for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024. An intimation shall be sent by the Listed Company to the security holder that such payment is due and shall be made electronically only upon complying with the requirements stated in para 19.1 of the Master Circular.
13. To prevent fraudulent transactions, members are requested to notify any change in address or demise of any of member, as soon as possible.
14. Members holding shares in electronic mode:
 - (a) are requested to submit their PAN and Bank Account details to their respective DPs with whom they are maintaining their demat accounts.
 - (b) are advised to contact their respective DPs for registering the nomination.
 - (c) are requested to register/ update their email address with their respective DPs for receiving all communications from the Company electronically.
15. Electronic copy of the Notice of the 30th Annual General Meeting and Annual Report for 2023-24 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and all other documents referred to in the Notice will be available for inspection in electronic mode.
17. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company Secretary at least 7 days before the Annual General Meeting.
18. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on the cutoff date i.e. September 21, 2024, i.e. the date prior to the

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commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. (IST) on September 25, 2024 and will end at 5.00 p.m. (IST) on September 27, 2024. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members who are present in the AGM through video conferencing facility and have not cast their vote by remote e-voting shall be eligible to vote at the AGM through e-voting system. (Refer serial no. 21 for detailed procedure to vote through e-voting). Members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions are requested to refer the instructions provided at serial no. 21.

19. The Company has appointed M/s. S. Rath & Company, Company Secretary in Practice, (Membership No. ACS 13298 & CP No.3452) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
20. The facility of casting the votes by the members using an electronic voting system will be provided by NSDL(National Securities Depository Limited)

NSDL e-Voting System – For Remote e-voting and e-voting during AGM

a. In view of the MCA Circulars and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

b. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

c. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis. This will not include large Shareholders (Shareholders 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. who are allowed to attend the AGM without restriction on account of first come first served basis.

d. 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 Companies Act, 2013.

e. Pursuant to 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

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f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ngind.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and The Calcutta Stock Exchange at <https://www.cse-india.com>. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

g. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December 2021, 21/2021 dated 14th December 2021, 03/2022 dated 5th May, 2022 and 10/2022 dated 28th December 2022 respectively.

I. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 25, 2024 at 9:00 A.M. and ends on September 27, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 21, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2024.

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login method
<p>Individual shareholders holding securities in Demat mode with NSDL</p>	<p>I. Existing IDeAS user can visit the e-services website of NSDL Viz. https://eservices.nsdl.com/ either on a personal computer or on a mobile. On the e-service home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/ Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/</p> <p>3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR Code mentioned below for seamless voting experience. NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi/ Easiest facility, can log in through their existing user ID and password. Option will be made available to reach the e-voting page without any further authentication. The user to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & “New System Myeasi” Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to</p>

	<p>see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access the e-voting page by providing demat account number and PAN from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and also be able to directly access the system of all e-voting service providers.</p>
<p>Individual shareholders (holding securities in demat mode) logging through their depository participants</p>	<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 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 joining virtual meeting & 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
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<p>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.: 022 4886 7000 and 022 2499 7000</p>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no 1800 22 55 33</p>

B) Login method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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.

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2. Once the homepage of e-voting system is launched, click on the icon “Login”, available under ‘Shareholder/Member’ section.

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.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log in at <https://eservices.nsd.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.

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 your Folio Number is 001*** and EVEN is 116022, then your User ID is 116022001***.

5. 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’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) 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’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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 hold shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) **Physical User Reset Password?** (If you hold shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by the 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 their vote on the e-voting system of NSDL.

7. After entering your password, tick on “Agree with Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on the “Login” button.

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9. After you click on the “Login” button, the homepage of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successfully logging at Step 1, you will be able to see the EVEN of all companies in which you holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “join General Meeting”.
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” 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.

General guidelines for shareholders

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 / 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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, you may refer 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: 022-4886 7000 and 022 2499 7000, or send a request to Ms. Pallavi Mahtre, Senior Manager at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id at ngmail@ngil.co.in/ skcdilip@gmail.com**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id at ngmail@ngil.co.in/ skcdilip@gmail.com**. If you are an Individual shareholders 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 joining virtual meeting for Individual shareholders holding securities in demat mode.**

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3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

21. 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/ shareholders, 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.

22. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under “Join General Meeting” menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further, Speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Members who would like to speak at the AGM must register themselves as a speaker by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number and mobile number to ngmail@ngil.co.in from September 21, 2024 (9:00 a.m. IST) to September 24, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be permitted to speak at the AGM and they are requested to send their questions along with the speaker registration request. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

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

Place: Kolkata
23rd May, 2024

By Order of the Board
For N G Industries Ltd

S Prasad
Company Secretary

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ANNEXURE TO THE NOTICE

Item no. 4

The tenure of Mr. Rajesh Goenka, Whole-time Director will expire on August 31, 2024. It is proposed to re-appoint him for a period of 3 years, from September 1, 2024 to August 31, 2027.

Subject to the approval of the Shareholders of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company had, vide resolutions passed on May 28, 2024, approved re-appointment of Mr. Rajesh Goenka as Whole-time Director of the Company, designated as Executive Director with effect from September 1, 2024 to August 31, 2027. 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 2024-25 is 19,50,000/- 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, spouse and dependent children, dependent parents, Father in law & Mother in law..

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- 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:

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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:

Particulars	Amount in Lakhs	
	Current Year	Previous Year
Total Income	2138.84	2707.83
Expenditure other than Interest and Depreciation	1492.27	1689.11
Profit before Interest, Depreciation and Tax	646.57	1018.72
Profit before Tax and Exceptional items	585.41	964.90
Provision for Current Tax	81.50	128.70
Provision for deferred Tax	3.42	3.07
Income tax for earlier years	(2.88)	1.53
Net Profit	503.37	831.60

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 39 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.

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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, 2024.

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	39 years in Finance and Corporate Management
List of other Companies in which Directorship held as on 31.03.2024	1.UNO METALS LTD 2. GANPATI DEALCOM PVT LTD.
Shareholding in Company	596000

Item No. 5 & 6

Based on recommendation of the Nomination & Remuneration Committee and the Board of Directors, subject to approval of the members, the appointment of Mr. Pramod Kumar Dhelia and Mr. Satya Prakash Tolasaria as Non-Executive Independent Director of the company for a period of 5 (Five) consecutive years with effect this AGM. His office shall not be liable to retire by rotation.

The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Pramod Kumar Dhelia and Mr. Satya Prakash Tolasaria for the office of Independent Director of the Company.

Mr. Pramod Kumar Dhelia and Mr. Satya Prakash Tolasaria is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and the

N G INDUSTRIES LTD

Company has also received declaration that he meets the criteria of independence as stipulated under Section 149(6) and Schedule IV of the Act read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Regulations) Regulations, 2015 (“Listing Regulations”).

Mr. Pramod Kumar Dhelia and Mr. Satya Prakash Tolasaria is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited and the National Stock Exchange of India Limited relating to the “Enforcement of SEBI Orders regarding appointment of Directors” by the listed companies dated June 20, 2018.

In terms of Regulation 25(8) of the Listing Regulations, Mr. Pramod Kumar Dhelia and Mr. Satya Prakash Tolasaria has confirmed that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

In the opinion of the Board, Mr. Pramod Kumar Dhelia and Mr. Satya Prakash Tolasaria fulfills the conditions as specified in the Act and the Rules framed thereunder and the Listing Regulations for appointment as an Independent Director.

As on date of this Notice, Mr. Pramod Kumar Dhelia and Mr. Satya Prakash Tolasaria does not hold by himself or for any other person on a beneficial basis, any Equity Shares in the Company.

Mr. Pramod Kumar Dhelia and Mr. Satya Prakash Tolasaria are not inter-se related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company.

Relevant details relating to the appointment of Mr. Pramod Kumar Dhelia and Mr. Satya Prakash Tolasaria as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed to this Notice.

Having regard to the qualifications, experience and knowledge of Mr. Pramod Kumar Dhelia and Mr. Satya Prakash Tolasaria, the Board is of the view that his association would be of immense benefit and value to the Company and, therefore, in accordance with the provisions of Section 149 read with Schedule IV to the Act, the Board now seeks to confirm his appointment as an Independent Director and recommends the Resolution to be passed as an Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Pramod Kumar Dhelia and Mr. Satya Prakash Tolasaria are in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 5 & 6 of the Notice

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Name of Director	Mr. Pramod Kumar Dhelia	Mr. Satya Prakash Tolasaria
Director Identification Number	00649782	00671904
Date of Birth	16.08.1957	08.05.1963
Qualification	CA	B.Com
Experience	42 years in Finance and Corporate Management	18 years in Finance and Corporate Management

Relevant details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this Annual General Meeting.