

## **N G INDUSTRIES LTD CORPORATE GOVERNANCE REPORT**

### **COMPANY VISION:**

Our vision for the next phase of development is to be considered amongst the best in Kolkata for affordable Healthcare by the “Common Citizen”.

### **MISSION STATEMENT:**

Our mission is to bring Complete Healthcare of excellent standards in an affordable manner to all Citizens.

#### **1. Company’s Philosophy on Corporate Governance:**

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

#### **2. Board of Directors**

The Board is entrusted with the ultimate responsibility of the management, affairs, directions and performance of the Company and has been vested with requisite powers, authorities and duties.

#### **Composition of Board of Directors:**

During the financial year ending 31<sup>st</sup> March, 2022, your Company’s Board was duly constituted in accordance with the requirements laid down under the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and Regulation 17(1) of SEBI Listing Regulations. As on 31<sup>st</sup> March, 2022, the Board comprised of 4 (four) Directors, out of which 2 (two) being Independent Directors, 1 (one) being Non-Executive Promoter Director and 1 (one) being Executive Promoter Director (Whole-time Director) with considerable experience in their respective fields. In compliance with the requirements of the Act and SEBI Listing Regulations, the Company has 1(one) Woman Director on its Board.

The Chairman provides overall direction and guidance to the Board. Presently, Mr. Rajesh Goenka, Executive Director of the Company is responsible for the overall implementation of the decisions and policies framed by the Board.

As on date of this report, your Board is duly constituted in compliance with the Act and SEBI Listing Regulations.

## **N G INDUSTRIES LTD**

### **Report on Corporate Governance (cont.)**

#### **Independent Directors**

As on 31<sup>st</sup> March, 2022, the Board consisted of following 2 (two) Independent Directors, in accordance with the provisions of the Act and SEBI Listing Regulations:

<b>Sl. No.</b>	<b>Name</b>	<b>Date of First Appointment</b>
1.	Mr. Raj Kumar Bajoria	24 <sup>th</sup> September, 2014
2.	Mr. Jagdish Chand Kumbhat	24 <sup>th</sup> September, 2014

In accordance with Clause VIII of Schedule IV to the Act and Regulation 17(10) of SEBI Listing Regulations, the Board of Directors has evaluated the performance of Independent Directors as per the criteria laid down in the Nomination and Remuneration policy and in line with the Policy on Evaluation of Directors and Board of the Company.

During the year under review, the Independent Directors, in accordance with Regulation 25(3) of the SEBI Listing Regulations and clause VII of Schedule IV to the Act, met exclusively for a meeting on 7<sup>th</sup> February, 2022, without the presence of Executive Director, Non-Executive Promoter Director or Managerial Personnel, to review the performance of Non-Independent Directors and the Board, as a whole. The Meeting was attended by all the Independent Directors of the Company. The Independent Director also reviewed the performance of the Chairman of the Company, taking into account, the views of the Non-executive Directors and assessed the quality, quantity and timeliness of flow of information between the Management and the Board.

All the Independent Directors have also confirmed that their names are duly registered in the data bank of Independent Directors as maintained by The Indian Institute of Corporate Affairs in terms of Rule 6 of The Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board has also laid down a policy for familiarization of the Independent Directors with the operations of the Company, as well as to make them aware about their rights, responsibilities and liabilities as an Independent Director. The details of the policy on Familiarization Program of the Independent Directors are available on the website of the Company and can be accessed at the link: <http://www.ngind.com/docs/Board%20Familiarisation%20Plan.pdf>

Mr. Raj Kumar Bajoria was appointed as the lead Independent Director with effect from 13<sup>th</sup> November, 2015. All Independent Directors have given necessary disclosures under section 149(7) of the Act read with Regulations 16(1) (b) of SEBI Listing Regulations.

## **N G INDUSTRIES LTD**

### **Report on Corporate Governance (contd.)**

#### **Non-Executive Directors' Compensation and Disclosures**

Remuneration to the Non-executive Directors and Independent Directors are paid only after the approval of the Board and Members of the Company. At present, sitting fees paid for attending Meeting of the Board of Directors is Rs. 4,000/- each, which is subject to deduction of tax at source. Details of sitting fees paid to them are given at respective places in this report. As per Remuneration Policy of the Company, all Non-Executive and Independent Directors are not entitled to any remuneration except for sitting fees.

#### **Other Provisions as to Board and Committees**

Your company's Board plays an important role in ensuring good Corporate Governance and functioning of the Company. All information, as applicable and specified in Regulation 17(7) read with Schedule II Part A of SEBI Listing Regulations are regularly placed before the Board. Agendas and notes on Agenda are circulated to the Directors in advance before each Meeting of the Board and Committees for facilitating meaningful and focused discussions at the Meetings.

The members of the Board have complete freedom to express their opinion and the decisions are taken after detailed discussions.

The Board meets at least once in a quarter and at least four times in a year to review and approve the quarterly Financial Results and operations of the Company. Apart from the above, Board Meetings are convened, as and when required, by giving proper notice. The intervening period between two Board Meetings is within the maximum gap of 120 days between any two consecutive Meetings as specified in Regulation 17(2) of SEBI Listing Regulations and Section 173(1) of the Act. Further, the Circulars, Regulations and Guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and other relevant regulatory authorities in view of the pandemic pertaining to Board/ Committee meetings, General Meetings and other provisions of the Act, Rules and Regulations have been complied with by the Company.

During the year under review, the Board met 5 (five) times. The details of Board Meetings held during the financial year ended on 31<sup>st</sup> March, 2022 are as under:

Sl. No.	Date of Board Meeting	City	No. of Directors present
1.	17 <sup>th</sup> May, 2021	Kolkata	4
2.	29 <sup>th</sup> June, 2021	Kolkata	4
3.	13 <sup>th</sup> August, 2021	Kolkata	4
4.	12 <sup>th</sup> November, 2021	Kolkata	4
5.	14 <sup>th</sup> February, 2022	Kolkata	4

The Chairman of the Board is an Executive Promoter Director and the number of Independent Directors on the Board meets the requirement of Corporate Governance.

**N G INDUSTRIES LTD**  
**Report on Corporate Governance (cont.)**

The details of Directors with regard to outside Directorships and Committees positions, as well as Board Meeting / Annual General Meeting (AGM) as on 31<sup>st</sup> March, 2022 are as follows:

Sl. No.	Name of Director	Category of Director	Attendance during 2021-22		No. of Directorship(s)/ Chairmanship in other companies #	No. of Membership(s) / Chairmanship(s) in outside Committee *	Name of listed entities where he/she is a Director and category of Directorship
			Board Meeting	Last AGM held on 25th September, 2021 (VC/OAVM)			
1.	Mr. Rajesh Goenka	Executive, Promoter Chairman	5	Yes	2	-	UNO Metals Ltd (Non-Executive Promoter Director)
2.	Mr. Raj Kumar Bajoria	Non-Executive, Independent	5	Yes	1	-	-
3	Mr. Jagdish Chand Kumbhat	Non-Executive, Independent	5	Yes	-	-	-
4.	Ms. Neha Goenka	Non-Executive, Non-Independent	5	Yes	-	-	-

# do not include Directorship in Foreign Companies and Company covered under Section 8 of the Act.

\* excludes private limited companies, Foreign Companies and Company under Section 8 of the Act. It only includes Audit Committee and Stakeholders Relationship Committee.

None of the above mentioned Directors hold Directorship in more than 10 (ten) Public Companies. Further none of them is a member of more than 10 (ten) Committees or Chairman of more than 5 (five) Committees as specified in Regulation 26 of SEBI Listing Regulations, across all Companies in which he/she is Director. Necessary disclosures as required under the Act and SEBI Listing Regulations have been made by the Directors.

None of the Independent Directors are acting as Independent Director in more than seven listed Companies.

As on date, none of the Directors are related to inter-se except for Mr. Rajesh Goenka, who is the father of Ms. Neha Goenka.

## **N G INDUSTRIES LTD**

### **Report on Corporate Governance (cont.)**

#### **Core Skills / Expertise/ competencies**

The Board of Directors of the Company have identified the following core skills/expertise/competencies for it to function effectively:

1. Entrepreneurship
2. Leadership
3. Financial Knowledge
4. Corporate Management

The present Board has the aforesaid skills/expertise/competencies for taking decisions and framing policies and strategies for the Company. In the opinion of the Board of Directors, the Independent Directors fulfill the conditions specified in the listing regulations and are independent of management.

#### **Code of Conduct**

The Code of Conduct was last amended and adopted by the Board of Directors on 14.02.2020 is applicable to all its Board Members, Key Managerial Personnel and Senior Management Personnel of the Company including all Executives from the General Manager Grade and above. The Code of Conduct attempts to set forth the guiding principles on which the Company shall operate and conduct its daily business with its multitudinous stakeholder viz. shareholders, customers, creditors, employees, government, regulatory agencies, media and society at large. The Code of Conduct also contains the duties of the Independent Directors as laid down in Schedule IV to the Act. The code may be accessed on the Company's website at the link <http://www.ngind.com/docs/Code%20of%20Conduct.pdf>

#### **Whistle Blower Policy**

The Company has put in place a Whistle Blower Policy in compliance with the provisions of the Act and SEBI Listing Regulations. The said policy provides for a formal vigil mechanism for all employees and Directors of the Company, to report to the Chairman of the Audit Committee of the Company, genuine concerns or grievances about the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy also provides adequate safeguards against victimization. The whistle blower policy may be accessed on the Company's website at the link: <http://www.ngind.com/docs/Whistle%20Blower%20Policy.pdf>. Your Board affirms that no person has been denied access to the Chairman of the Audit Committee. The above policy was last revised by Board on 14.02.2020.

#### **Policy for Determination of Materiality of Events/Information and Archival Policy**

In accordance with Regulation 30 of SEBI Listing Regulations, the Company has framed a Policy for determination of Materiality of Events/Information which provides guidance to the Board, Management and staff on the assessment of materiality of events, which will have bearing on the performance / operation of the Company. Further the Company has an Archival Policy in line with the requirements of SEBI Listing Regulations to ensure that information relating to Company is adequately disclosed on its website as required by law. The said policy has been approved by Board on 14.02.2020 and can be accessed at the link: <http://www.ngind.com/docs/Policy%20for%20Determination%20of%20Materiality%20of%20Events.pdf>

## **N G INDUSTRIES LTD**

### **Report on Corporate Governance (cont.)**

#### **3. Audit Committee**

The Company has a qualified and Independent Audit Committee with powers and role that are in accordance with Section 177 of the Act and Rules, made there under and Regulations 18 of SEBI Listing Regulations, which act as link between the Management, Statutory Auditor, Internal Auditor and the Board of Directors and oversees the financial reporting process.

The composition of the Audit Committee is as follows:

Sl. No.	Name of Director	Category	Designation
1.	Mr. Jagdish Chand Kumbhat	Independent	Chairman
2.	Mr. Raj Kumar Bajoria	Independent	Member
3.	Mr. Rajesh Goenka	Executive Promoter	Member

The Company Secretary acts as the Secretary to the Committee. The Chairman of the Audit Committee was present at the last AGM held on 25<sup>th</sup> September, 2021. Out of the above, Mr. Jagdish Chand Kumbhat and Mr. Raj Kumar Bajoria are highly experienced in accounting and financial aspects as well as Corporate laws.

#### **Brief terms of references of the Audit Committee**

The role and terms of reference of the Audit Committee covers the areas mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 besides other terms as may be referred to by the Board of Directors. These include oversight of Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible; reviewing annual and quarterly financial statements with the management before submission to the Board; reviewing the adequacy of internal control systems with the management, external and internal auditors and reviewing the Company's financial risk and management policies. Audit Committee also oversees the Whistle Blower Policy implementation. Audit Committee also oversees & approves Related Party Transactions and disclosures of all Directors, senior management employees for submission to the Board.

#### **Audit Committee Meetings and attendance during the year**

During the year 2021-22, four Audit Committee Meetings were held on 29.06.2021, 13.08.2021, 12.11.2021 & 14.02.2022.

Name of Director	No. of Meetings attended
Mr. Jagdish Chand Kumbhat	4
Mr. Raj Kumar Bajoria	4
Mr. Rajesh Goenka	4

**N G INDUSTRIES LTD**  
**Report on Corporate Governance (cont.)**

**4. Nomination & Remuneration Committee**

Your Company, through its Board of Directors has set up a Nomination and Remuneration Committee (NRC). The role of the said Committee is in accordance with Section 178 of the Act read with Rules made there under, and Regulation 19 of SEBI Listing Regulations. Mr. Raj Kumar Bajoria, Chairman of the NRC, was present at the last Annual General Meeting of the Company held on 25<sup>th</sup> September, 2021.

At present, the composition of the NRC is as follows:

Sl. No.	Name of the Director	Category	Designation
1.	Mr. Raj Kumar Bajoria	Independent	Chairman
2.	Ms. Neha Goenka	Non-Executive Promoter	Member
3.	Mr. Jagdish Chand Kumbhat	Independent	Member

The role of the NRC during the year under review includes the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on Board diversity of Directors.
4. Identifying persons who are qualified to become Directors and who may be appointed as Key Managerial Personnel and Senior Management positions in accordance with the criteria laid down in the Company's Nomination and Remuneration Policy, and recommend to the Board, their appointment and removal.
5. Whether to extend or continue the term of appointment of Independent Director, on the basis of report of performance evaluation of Independent Directors.
6. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

## **N G INDUSTRIES LTD**

### **Report on Corporate Governance (cont.)**

During the Year under review, the NRC met twice on 29.06.2021 & 14.02.2022 to deliberate on various matters. The details of composition, attendance are as follows:

<b>Sl. No.</b>	<b>Name of the Member attended</b>	<b>No. of meeting attended</b>
1.	Mr. Raj Kumar Bajoria	2
2.	Ms. Neha Goenka	2
3.	Mr. Jagdish Chand Kumbhat	2

#### **5. Subsidiary Companies**

The Company does not have any Subsidiary/ Subsidiaries within the meaning of the Companies Act, 2013.

#### **6. Disclosure of issue proceeds**

The Company did not make any Public, Rights or Preferential Issue of Securities during 2021-22.

#### **7. Related Party Transaction**

Your Company places all the details of related party transactions before the Audit Committee periodically, if any. The Audit Committee reviews in its Meeting, the details of the related party transactions entered into, by the Company. A comprehensive list of related party transactions as required by Ind AS 24, and as prescribed under the Act, forms part of Note No. 24 to Financial Statement in the Annual Report.

All related party transactions are negotiated on an arm's length basis. Omnibus approval for related party transactions are granted by the Audit Committee, subject to the conditions laid down in the Act and Regulation 23 of SEBI Listing Regulations. These transactions are not likely to have any conflict with the interests of the Company at large. During the period under review, the Company has not entered into any material transactions with any of its related parties.

#### **8. Disclosures**

##### **(A) Related Party Transactions**

Your Company has disclosed that no material transactions, with related parties, have been entered into during the year and the policy on Related Party Transactions can be accessed on the Company's website at the link [:https://ngind.com/docs/Policy%20on%20Related%20Party%20Transactions.pdf](https://ngind.com/docs/Policy%20on%20Related%20Party%20Transactions.pdf). The said policy has been last revised by the Board on 14.02.2020.



**N G INDUSTRIES LTD**  
**Report on Corporate Governance (cont.)**

**(B) Disclosure of Accounting Treatment**

Your Company has followed all relevant Accounting Standards while preparing the Financial Statements.

**(C) Remuneration to Directors**

Non-executive/Independent Directors as well as non-executive Chairman will not be entitled to any remuneration except for sitting fees for attending Board Meeting. Independent Directors will enjoy benefits as spelled out in their appointment letters copy of which are available on the Company's website as Draft Appointment Letter-Independent Directors at [http://ngind.com/policies\\_codes.php](http://ngind.com/policies_codes.php). All non-executive/Independent Directors will be entitled to reimbursement of expenses for attending board / committee meetings, official visits and participation in various forums on behalf of the Company.

The Company has policy to pay commission on net profits to executive Directors. The details of total remuneration paid to all the Directors of your Company for the year ended on 31<sup>st</sup> March, 2022 are as follows:

During the year however no commission has been paid to executive Director.

Name of Director	Sitting fees	Salary & perks	Total
Mr. Jagdish Chand Kumbhat	20,000	N. A	20,000
Mr. Raj Kumar Bajoria	20,000	N. A	20,000
Mr. Rajesh Goenka	N.A	21,66,000	21,66,000
Ms. Neha Goenka	-*	N. A	Nil

\*Ms. Neha Goenka, Director of the Company voluntarily choses not to accept sitting fees for attending Board Meeting during Financial year 2021-22.

The Company does not have any stock option scheme.

All Non-Executive Directors have disclosed their shareholding in the Company. Details of shareholding of Non-Executive Directors are as follows:

Sl. No.	Name of Director	No. of equity shares held as on 31 <sup>st</sup> March, 2022
1.	Mr. Jagdish Chand Kumbhat	3,100
2.	Mr. Raj Kumar Bajoria	-
3.	MS. Neha Goenka	6,00,000

**N G INDUSTRIES LTD**  
**Report on Corporate Governance (cont.)**

**(D) Management**

1. The Management Discussion and Analysis Report forms part of the Annual Report and are in accordance with the requirements of Schedule V of SEBI Listing Regulations.
2. No material, financial and commercial transactions have been made by the senior management having personal interest, which may have a potential conflict with the interest of the Company at large.
3. The Code of Conduct has been disclosed on the website of the Company.

**(E) Shareholders**

1. The Company has provided details of the Directors seeking appointment/re-appointment (as per the requirement specified in Regulation 26(4) and 36(3) of SEBI Regulations) in the notice convening the 28<sup>th</sup> Annual General Meeting of the Company.
2. Of all the Directors of your Company, Mr. Rajesh Goenka and Ms. Neha Goenka are related to each other. Mr. Rajesh Goenka is the father of Ms. Neha Goenka.
3. Quarterly results are uploaded in the websites of the Stock Exchanges where the ordinary shares of the Company are listed and are also uploaded on the Company's website.

**4. Stakeholders Relationship Committee**

The Company has a Stakeholder Relationship Committee of the Board, constituted in accordance with the provisions of Section 178(5) of the Act and Regulation 20 of SEBI Listing Regulations, to specifically look into various matters relating to shareholders/investors, including transfer and transmission of shares, as well as non-receipt of Annual Report, non-receipt of declared dividend, issue of new/duplicate certificates, share certificates after transfers/transmissions, general meeting etc. In addition, the Committee looks into other issues including status of dematerialization / rematerialisation of shares as well as systems and procedures followed to track investor complaints and suggest measures for improvement, from time to time.

## **N G INDUSTRIES LTD**

### **Report on Corporate Governance (cont.)**

The role of Committee shall inter-alia include the following:

1. Resolving the grievances of the security holders of the Listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meeting etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrant / annual report / statutory notices by the shareholders of the Company.

At presents, the Stakeholders Relationship Committee comprises of the following Directors viz., Mr. Jagdish Chand Kumbhat (Independent Director) as Chairman and Mr. Raj Kumar Bajoria, Mr. Rajesh Goenka, as Member of the Committee. Mr. Dipak Kumar Shaw acts as the Compliance Officer of the Company. The said Committee met twice during the year on 17<sup>th</sup> May, 2021 and 12<sup>th</sup> November, 2021.

Details of the attendance are as follows:

Sl. No.	Name of the Member	Attendance
1.	Mr. Jagdish Chand Kumbhat	yes
2.	Mr. Raj Kumar Bajoria	Yes
3.	Mr. Rajesh Goenka	Yes

During the year, no complaints were received by the Company from shareholders regarding non-receipt of Annual Report/Share Certificate. There was no investor complaint pending against the Company as on 31st March, 2022 on SCORES, the web-based complaint redressal system of SEBI.

The Chairman of the Committee was present at the last Annual General Meeting held on 25.09.2021.

#### **5. Compliances by the Company**

a) No strictures/penalties have been imposed on the Company by the Stock Exchange or the Securities and Exchange Board of India (SEBI) or any statutory Authority on any matters related to capital markets during the last 3 (three) years. The Company has complied with all the applicable mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations.

**N G INDUSTRIES LTD**  
**Report on Corporate Governance (cont.)**

**(F) Prohibition of Insider Trading**

NGIL – Code of Conduct for prevention of Insider Trading, as approved by Board of Directors, inter alia, prohibits purchase or sale of securities of the Company by the ‘Specified persons’ while in possession of unpublished price sensitive information in relation to the Company.

**9. Details of General Meetings**

**Details of last three Annual General Meetings and the summary of Special Resolutions Passed therein as under:**

Year	Location	Date & Time	Special Resolutions passed
2018-19	1 <sup>st</sup> Floor, 37A Dr Meghnad Saha Sarani, Kolkata-700 029	21.09.2019 10.30 A.M.	To re-appoint Mr. Jagdish Chand Kumbhat and Mr. Raj Kumar Bajoria as Independent Director
2019-20	1 <sup>st</sup> Floor, 37A Dr Meghnad Saha Sarani, Kolkata-700 029	26.09.2020 at 10.30 A.M. through VC/OAVM	No Special Resolutions were passed in this meeting
2020-21	1 <sup>st</sup> Floor, 37A Dr Meghnad Saha Sarani, Kolkata-700 029	25.09.2021 at 10.30 A.M. through VC/OAVM	To Re-appoint of and remuneration payable to Mr. Rajesh Goenka as whole-time Director

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

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

**10. Certificate from Whole-time Director and Chief Financial Officer**

Certificate from Mr. Rajesh Goenka, Whole time Director and Mr. Santosh Kumar Thakur, Chief Financial Officer, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement with the Stock Exchange for the financial year ended 31st March, 2022 was placed before the Board of Directors of the Company in its meeting held on May 27, 2022. Copies of the same are annexed hereto in this Report.

**N G INDUSTRIES LTD**  
**Report on Corporate Governance (cont.)**

**11. Means of Communication**

1. The quarterly/half-yearly/annual financial results in the proforma prescribed as per the SEBI Listing Regulations are approved by the Audit Committee and Board of Directors and thereafter filed with the stock exchanges and also published in English and Bengali Newspaper. The results are also available in the Company's website at <https://ngind.com/Quarterlyfinancials.php>.

2. BSE Corporate Compliance & Listing Centre (including XBRL mode) – All periodical compliance filings are filed electronically on the said centre.

3. CSE Compliance – All periodical compliance filings are filed electronically through cse-india.com portal.

4. Management Discussion and Analysis Report forms part of the Director Report.

**12. General Shareholders Information :**

1.	<b>Corporate Identification Number (CIN) of the Company</b>	L74140WB1994PLC065937
2.	<b>Date, Time and Venue of the Annual General Meeting</b>	28 <sup>th</sup> Annual General Meeting of the Company will be held on Saturday, 24 <sup>th</sup> day of September, 2022 at 10.30 A.M. through Video Conference/ Other Audio Video Means. The deemed venue of AGM will be 1 <sup>st</sup> Floor, 37A, Dr. Meghnad Saha Sarani, Kolkata - 700029
3.	<b>Financial Calendar 2022-23</b> (tentative and subject to change)	<ul style="list-style-type: none"> <li>• Financial Year: April to March</li> <li>• First Quarter Result: by second week of August, 2022</li> <li>• Half-yearly Results: by second week of November, 2022</li> <li>• Third Quarter Results: by second week of February, 2023</li> <li>• Audited Results for the year ending 31<sup>st</sup> March, 2023 by the last week of May, 2023.</li> </ul>
4.	<b>Book Closure Period</b>	18 <sup>th</sup> September, 2022 to 24 <sup>th</sup> September, 2022 (both days inclusive)
5.	<b>Dividend Payment Date</b>	On or after September 26, 2022 but before October 23, 2022.
6.	<b>Listing on Stock Exchanges</b>	i) BSE Limited (BSE) P J Towers, Dalal Street, Mumbai – 400001. ii) The Calcutta Stock Exchange Limited (CSE) 7, Lyons Range, Kolkata – 700001 The Company has paid the Annual Listing fees to BSE & CSE for F.Y. 2022-23.
7.	<b>Stock Code</b>	BSE: 530897 CSE: 10024075
8.	<b>ISIN</b>	INE825C01018
9.	<b>Registrar &amp; Share Transfer Agent (Both Physical &amp; Demat segment)</b>	S.K. Infosolutions Private Limited D/42, Katju Nagar, Ground Floor, Jadavpur, Kolkata 700032

**N G INDUSTRIES LTD**  
**Report on Corporate Governance (cont.)**

**10. Stock Market Data**

The month wise High & Low quotations of the Shares Traded during April, 2021 to March, 2022 at CSE and BSE.

Month	The Calcutta Stock Exchange LTD (CSE)			BSE LTD ( BSE)		
	Month's High Price	Month's Low Price	volume	Month's High Price	Month's Low Price	volume
April, 2021	-	-	-	49.95	32.20	31798
May, 2021	-	-	-	52.45	42.10	29114
June, 2021	-	-	-	61.50	45.00	90406
July, 2021	-	-	-	54.95	45.50	31033
August, 2021	-	-	-	52.45	44.00	26877
September, 2021	-	-	-	63.90	49.25	48420
October, 2021	-	-	-	65.20	49.05	14093
November, 2021	-	-	-	61.00	47.50	20500
December, 2021	-	-	-	75.00	50.60	79391
January, 2022	-	-	-	81.40	58.00	66192
February, 2022	-	-	-	81.75	58.00	55446
March, 2022	-	-	-	74.00	59.00	35715
Total			-			5,28,985

**11) i) Categories of Shareholding pattern as on 31st March, 2022**

Sl. No.	Category	No of Shares (Issued Equity)	Percentage
1	Promoters	24,96,000	74.50
2	Indian Financial Institutions, Bank, Mutual Funds	-	-
3	Foreign Institutions Investors/ NRIs	10,231	0.31
4	Others	8,44,269	25.19
	Total	33,50,500	100.00

**N G INDUSTRIES LTD**  
**Report on Corporate Governance (cont.)**

**ii) Distribution of Shareholding as on 31st March, 2022**

Shareholding of nominal Value of Rs.	Shareholders Folios		No. of Shares	
	No. of Shareholders	Total (%)	No. of Equity Shares	Total (%)
Upto - 5000	1256	83.58	152922	4.56
5010 - 10000	106	7.05	82706	2.48
10010 - 20000	50	3.33	75030	2.24
20010 - 30000	28	1.86	71441	2.13
30010 - 40000	16	1.06	57361	1.71
40010 - 50000	8	0.53	37326	1.11
50010 - 100000	22	1.46	158827	4.74
100010 - 500000	13	0.86	218887	6.53
500010 - 1000000	0	0.00	0	0.00
1000010 and above	4	0.27	2496000	74.50
Total	1503	100.00	3350500	100.00

**iii) Disclosure with respect to shares lying in suspense account**

There are no shares lying in suspense account at the beginning as well as at the end of the financial year.

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

**13. Divisions:**

1. N G Medicare & Calcutta Hope Infertility Clinic  
123A, Rash Behari Avenue, Kolkata – 700029

2. N G Nursing Home  
23, Dr. Meghnad Saha Sarani,  
Kolkata -700026

3. N G Pharmacy  
123A, Rash Behari Avenue, Kolkata - 700029  
23, Dr. Meghnad Saha Sarani, Kolkata – 700026

**14. Dematerialisation of Shares**

The Company has an Agreement with Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL) so that Shareholders of the Company could avail the benefits of the multi depository systems. Up to 31st March, 2022 –3318576 Shares (previous year 3317066 shares i.e. 99.00%) representing 99.05% of the total Share capital are already under demat which has resulted in reducing the physical delivery related problems to a large extent. Entire Promoter shareholding has been dematerialized.

**N G INDUSTRIES LTD**  
**Report on Corporate Governance (cont.)**

**15. Investors correspondence may be addressed to**

S.K. Infosolutions Pvt. Ltd.  
D/42, Katju Nagar, Ground Floor, Jadavpur, Kolkata - 700032, Tel: 033 2412  
0027/29, email: skcdilip@gmail.com

Or

Secretarial Department, N G Industries Ltd  
1st Floor, 37A, Dr. Meghnad Saha Sarani, Kolkata – 700029, Tel: 033 2419 7542/  
80175 20040, email : [ngmail@ngil.co.in](mailto:ngmail@ngil.co.in) website : [www.ngind.com](http://www.ngind.com)

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

**16. Declaration by the Whole-time-Director on the Code of Conduct**

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Rajesh Goenka, Chairman & Whole-time-Director of N G Industries Ltd declare that all the Board Members and senior Executives of the Company have affirmed their compliance with the Code of Conduct of the Company during the financial year 2021-22.

Place: Kolkata  
Date: 27<sup>th</sup> May, 2022

For and on behalf of the Board

Rajesh Goenka  
Chairman



## **Whole-Time-Director and CFO Certification**

The Board of Directors  
N G Industries Ltd  
Kolkata

### **Re : Financial Statements for the Financial Year 2021-22 Certification by Whole-time-Director & CFO**

We, Rajesh Goenka, Whole-time-Director and Santosh Kumar Thakur, CFO of N G Industries Ltd, on the basis of the review of the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2022 and to the best of our knowledge and belief, hereby certify that -

1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs, and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended 31<sup>st</sup> March, 2022 which are fraudulent, illegal or violative of the company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies in the design or operation of such internal controls of which we are aware and the steps we have taken or propose to take, to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
  - a) Any significant changes in internal control over financial reporting during the year covered by this report.
  - b) All significant changes in accounting policies during the year, if any, and the same has been disclosed in the notes to the Financial Statements.
  - c) Any Instances of significant fraud of which we are aware that involve the Management or other employees who have significant role in the Company's internal control system over Financial Reporting.

Place: Kolkata  
Date: 27<sup>th</sup> May, 2022

Rajesh Goenka  
Whole-time Director

Santosh Kumar Thakur  
Chief Financial Officer

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

**To,  
The Members,  
N G Industries Limited  
37A, Dr. Meghnad Saha Sarani, First Floor,  
Kolkata - 700 029**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **N G Industries Limited having CIN- L74140WB1994PLC065937** and having registered office at **37A, Dr. Meghnad Saha Sarani, First Floor, Kolkata-700029** (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause (i) of clause 10 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.(hereinafter referred to as the ‘SEBI LODR’) as amended.

In our opinion and to the best of our information and according to the online verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) carried out by us to the extent possible and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in Company</b>
1.	Jagdish Chand Kumbhat	00005412	17/11/1994
2.	Rajesh Goenka	00157319	17/11/1994
3.	Raj Kumar Bajoria	00226530	20/12/1994
4.	Neha Goenka	05215437	16/03/2015

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For. S.Rath & Co.**

**Date : 27.05.2022**

**Place: Kolkata**

**Sahadeb Rath  
Proprietor  
Membership No.-ACS13298  
CP No.-3452  
UDIN- A013298D000413830**