

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 31st March, 2023, 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 31st March, 2023, the Board comprised of 4 (four) Directors, out of which 2 (two) is Independent Directors, 1 (one) is Non-Executive Promoter Director and 1 (one) is 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.

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Report on Corporate Governance (cont.)

Independent Directors

As on 31st March, 2023, the Board consisted of following 2 (two) Independent Directors, in accordance with the provisions of the Act and SEBI Listing Regulations:

Sl. No.	Name	Date of First Appointment
1.	Mr. Raj Kumar Bajoria	24 th September, 2014
2.	Mr. Jagdish Chand Kumbhat	24 th 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 7th February, 2023, 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 13th 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.

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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 4 (four) times. The details of Board Meetings held during the financial year ended on 31st March, 2023 are as under:

Sl. No.	Date of Board Meeting	City	No. of Directors present
1.	27 th May, 2022	Kolkata	4
2.	12 th August, 2022	Kolkata	4
3.	14 th November, 2022	Kolkata	4
4.	14 th February, 2023	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.

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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 31st March, 2023 are as follows:

Sl. No.	Name of Director	Category of Director	Attendance during 2022-23		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 24th September, 2022 (VC/OAVM)			
1.	Mr. Rajesh Goenka	Executive, Promoter Chairman	4	Yes	2	-	UNO Metals Ltd (Non-Executive Promoter Director)
2.	Mr. Raj Kumar Bajoria	Non-Executive, Independent	4	No	1	-	-
3	Mr. Jagdish Chand Kumbhat	Non-Executive, Independent	4	Yes	-	-	-
4.	Mrs. Neha Goenka	Non-Executive, Non-Independent	4	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 Mrs. Neha Goenka.

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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>

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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	Chairperson
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 Chairperson of the Audit Committee was present at the last AGM held on 24th September, 2022. 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 2022-23, four Audit Committee Meetings were held on 27.05.2022, 12.08.2022, 14.11.2022 & 14.02.2023.

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

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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, Chairperson of the NRC, was not present at the last Annual General Meeting of the Company held on 24th September, 2022.

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

Sl. No.	Name of the Director	Category	Designation
1.	Mr. Raj Kumar Bajoria	Independent	Chairperson
2.	Mrs. Neha Goenka	Non-Executive Non-Independent related to 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.

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Report on Corporate Governance (cont.)

During the Year under review, the NRC met once on 14.02.2023 to deliberate on various matters. The details of composition, attendance are as follows:

Sl. No.	Name of the Member attended	No. of meeting attended
1.	Mr. Raj Kumar Bajoria	1
2.	Mrs. Neha Goenka	1
3.	Mr. Jagdish Chand Kumbhat	1

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 2022-23.

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. 23 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.

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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. 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 31st March, 2023 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	16,000	N. A	16,000
Mr. Raj Kumar Bajoria	16,000	N. A	16,000
Mr. Rajesh Goenka	N.A	21,66,000	21,66,000
Mrs. Neha Goenka	-*	N. A	Nil

*Mrs. Neha Goenka, Director of the Company voluntarily chose not to accept sitting fees for attending Board Meeting during Financial year 2022-23.

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 st March, 2023
1.	Mr. Jagdish Chand Kumbhat	3,100
2.	Mr. Raj Kumar Bajoria	-
3.	Mrs. Neha Goenka	6,00,000

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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 29th Annual General Meeting of the Company.
2. Out of all the Directors of Company, Mr. Rajesh Goenka and Mrs. Neha Goenka are related to each other. Mr. Rajesh Goenka is the father of Mrs. 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.

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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 thrice during the year on 14th November, 2022, 23rd December, 2022 and 24th December, 2022.

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, 2023 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 24.09.2022.

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.

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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
2019-20	1 st 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 st 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
2021-22	1 st Floor, 37A Dr Meghnad Saha Sarani, Kolkata-700 029	24.09.2022 at 10.30 A.M. through VC/OAVM	No Special Resolutions were passed in this meeting

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, 2023 was placed before the Board of Directors of the Company in its meeting held on May 19, 2023. Copies of the same are annexed hereto in this Report.

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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.	Corporate Identification Number (CIN) of the Company	L74140WB1994PLC065937
2.	Date, Time and Venue of the Annual General Meeting	29 th Annual General Meeting of the Company will be held on Saturday, 30 th day of September, 2023 at 10.30 A.M. through Video Conference/ Other Audio Video Means. The deemed venue of AGM will be 1 st Floor, 37A, Dr. Meghnad Saha Sarani, Kolkata - 700029
3.	Financial Calendar 2023-24 (tentative and subject to change)	<ul style="list-style-type: none"> • Financial Year: April to March • First Quarter Result: by second week of August, 2023 • Half-yearly Results: by second week of November, 2023 • Third Quarter Results: by second week of February, 2024 • Audited Results for the year ending 31st March, 2024 by the last week of May, 2024.
4.	Book Closure Period	24 th September, 2023 to 30 th September, 2023 (both days inclusive)
5.	Dividend Payment Date	On or after October 3 but before October 28, 2023.
6.	Listing on Stock Exchanges	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.	Stock Code	BSE: 530897 CSE: 10024075
8.	ISIN	INE825C01018
9.	Registrar & Share Transfer Agent (Both Physical & Demat segment)	S.K. INFOSOLUTIONS PRIVATE LIMITED D/42, Katju Nagar Colony, Jadavpur, Kolkata 700032

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Report on Corporate Governance (cont.)

10. Stock Market Data

The month wise High & Low quotations of the Shares Traded during April, 2022 to March, 2023 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, 2022	-	-	-	84.90	62.35	195127
May, 2022	-	-	-	81.00	60.40	25948
June, 2022	-	-	-	77.90	62.55	23001
July, 2022	-	-	-	74.70	64.00	10978
August, 2022	-	-	-	89.90	67.00	55679
September, 2022	-	-	-	98.90	73.00	86997
October, 2022	-	-	-	88.95	76.05	18276
November, 2022	-	-	-	96.60	77.70	70193
December, 2022	-	-	-	89.80	78.00	24977
January, 2023	-	-	-	90.90	78.80	47933
February, 2023	-	-	-	83.90	73.00	29621
March, 2023	-	-	-	82.00	70.01	23343
Total			-			612073

11) i) Categories of Shareholding pattern as on 31st March, 2023

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	14,305	0.42
4	Others	8,40,195	25.08
	Total	33,50,500	100.00

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Report on Corporate Governance (cont.)

ii) Distribution of Shareholding as on 31st March, 2023

Shareholding of nominal Value of Rs.	Shareholders Folios		No. of Shares	
	No. of Shareholders	Total (%)	No. of Equity Shares	Total (%)
Upto - 5000	1430	84.97	156834	4.68
5010 - 10000	111	6.60	86974	2.60
10010 - 20000	52	3.09	76377	2.28
20010 - 30000	26	1.54	65520	1.96
30010 - 40000	18	1.07	63842	1.91
40010 - 50000	7	0.42	32794	0.98
50010 - 100000	22	1.31	161247	4.81
100010 - 500000	13	0.77	210912	6.29
500010 - 1000000	0	0.00	0	0.00
1000010 and above	4	0.24	2496000	74.50
Total	1683	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, 2023 –3327576 Shares (previous year 3318576 shares i.e. 99.05%) representing 99.32% 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.

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Report on Corporate Governance (cont.)

15. Investors correspondence may be addressed to

S.K. Infosolutions Private Limited
D/42, Katju Nagar Colony, 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 website : 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 2022-23.

Place: Kolkata
Date: 19th May, 2023

For and on behalf of the Board

Rajesh Goenka
Chairman

N G INDUSTRIES LTD

Whole-Time-Director and CFO Certification

The Board of Directors
N G Industries Ltd
Kolkata

Re : Financial Statements for the Financial Year 2022-23 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 31st March, 2023 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 31st March, 2023 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: 19th May, 2023

Rajesh Goenka
Whole-time Director

Santosh Kumar Thakur
Chief Financial Officer