N G INDUSTRIES LIMITED

CIN: L74140WB1994PLC065937
Registered Office: 1st Floor, 37A, Southern Avenue, (Renamed as Dr Meghnad Saha Sarani)
Kolkata - 700 029
Tel.: 033 2419 7542 Fax : 033-2464 6390
Email: ngmail@vsnl.com Website: www.ngind.com

NOTICE TO MEMBERS

NOTICE is hereby given that the 21st Annual General Meeting of the Members of N G INDUSTRIES LTD. will be held at the Community Hall, Jay Jayanti Building, 2A, Mandeville Gardens, Kolkata - 700019 on Saturday, 26th September, 2015 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 and Profit & Loss Account for the year ended on that date together with the Report of the Directors and Auditors' Report thereon.
2. To declare a dividend on equity Shares.
3. To appoint a Director in place of Mr. Rajesh Goenka (DIN: 00157319), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT M.R.Singhwi & Co. Chartered Accountants (Registration No.312121E) be and are hereby appointed as Auditors of the Company, to hold office from the Conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Ordinary Resolution**:

   "**RESOLVED THAT** Miss Neha Goenka (DIN 01736733), who was appointed by the Board as an Additional Director with effect from 16th March, 2015 on the Board of the Company in terms of section 161 of the Companies Act 2013 and Article 94 of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing , under section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Ordinary Resolution**:

   "**RESOLVED** that pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, or rules made there under, consent of the members of the Company be and is hereby granted to the Board of Directors to contribute, donate, subscribe or otherwise provide assistance from time to time, in any financial year, to bona fide charitable and other funds, any amounts the aggregate of which, may exceed five per cent of the Company's average net profit as determined in accordance with the provisions of Section 198 of the Companies Act, 2013 during the three immediately preceding Financial Years, subject to a limit of Rs.50,00,000/- (Rupees : Fifty lacs only) in a financial year."

   "**RESOLVED FURTHER** that the Board of Directors (which shall include any Committee which the Board may constitute, or any Director/Officer authorised by the Board for this purpose), be and are hereby severally authorised to settle all matters arising out of and incidental to making contributions to charitable or other funds as mentioned above and do all such acts, deeds and things as may, in its absolute discretion, deem necessary to give effect to this Resolution."

N G INDUSTRIES LIMITED

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more Proxy to attend and vote instead of himself on a poll only and such Proxies need not be a Member of the Company. The Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxy Form is attached herewith.

2. Members are requested to bring the copy of the Annual Report to the Annual General Meeting. No extra copies of the Annual Report will be supplied at the Meeting.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2015 to 26th September, 2015 (Both days inclusive).

4. The payment of dividend, if declared at the Annual General Meeting, will be paid to those shareholders whose names shall appear on the Company's Register of Members on 26th September, 2015. In respect of shares held in dematerialised form, the dividend will be paid on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.

5 Relevant details of Directors seeking appointment/re-appointment under this notice are provided under Corporate Governance Report forming part of the Annual Report.

6. As per the provision of the companies Act 1956, facilities for making nomination is now available to the Share-holders Nomination forms can be obtained from the Company. If shares are held in electronic form, such nomination is mandated to their respective Depository Participant.

7. Members are requested to furnish their Bank Account details, change of address etc. to the Company Registrars and Transfer Agents in respect of Shares held in physical form and to their respective Depository Participants if the shares are held in electronic form.

8. In order to avoid the risk of loss / interception of dividend warrants in postal transit and / or fraudulent encashment of dividend warrants, shareholders are requested to avail of NECS facility whereby the dividend will be directly credited electronically to their respective Bank accounts. This will ensure speedier credit of dividend.

   The Company will utilize the facility of NECS for Payment of Dividend directly to bank account of shareholder who hold Equity shares of the Company in dematerialised form. It is, therefore, necessary that the correct bank details and your CBS account Number are recorded by your DP. In case you want to change or correct update your new CBS Account Number, kindly instruct your DP accordingly at the earliest. If the existing bank details, registered with your DP are correct and there is no change in your bank details, you may ignore this advice. If for any reason, we are unable to credit the dividend amount directly to your bank account, the same would be remitted to you by way of dividend warrant.

9. Dividend for the Financial Year 2007 - 2008 and thereafter which remain unpaid or unclaimed for a period of 7 (Seven) years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to section 205C of the Companies Act, 1956. It may kindly be noted that once the unpaid or unclaimed Dividend is transferred to the abovesaid Fund of the Central Government as above, no claim shall lie in respect thereof.

Details of the unclaimed dividend which will be transferred to the Investor Education and Protection Fund are as follows:

For the year ended	Date of declaration of Dividend	Due for transfer on
31.03.2008	27.09.2008	02.11.2015
31.03.2009	19.09.2009	25.10.2016
31.03.2010	25.09.2010	31.10.2017
31.03.2011	24.09.2011	30.10.2018
31.03.2012	29.09.2012	04.11.2019
31.03.2013	28.09.2013	03.11.2020
31.03.2014	24.09.2014	30.10.2021

Shareholders who have not so far encashed the Dividend Warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company before due date of transfer to IEPF. Also note that no claim shall lie against the said Fund or the Company in respect of any amounts which were unclaimed and unpaid for a period of 7 (Seven) years from the date that they first became due for payment and no payment shall be made in respect of any such claim.

Pursuant to Section 205C of the Companies Act, 1956 all unclaimed dividend for the financial year ended 31st March, 1998 to 31st March, 2007 have been transferred to the Investor Education and Protection Fund.

10. The Information Technology Act, 2000 permits service of documents etc. in electronic mode. Keeping this in view the Ministry of Corporate Affairs vide their circular no.17/2011 dated April 21, 2011 clarified that a Company would have complied with Section 53 of the Companies Act, 1956, if the service of document has been made through electronics mode provided the Company has obtained email addresses of its members for sending the notice/ documents through email by giving an advance opportunity to every shareholders to register their email address and changes therein from time to time with the Company.

In view of the above, the Company requests all its shareholders to kindly provide their email addresses along with client ID/ Folio no. and number of shares as reference to the email addresses ngmail@vsnl.com. Members holding shares in electronic mode are requested to ensure to keep their email address updated with the Depository Participants.

11. Pursuant to the requirements on corporate governance under Clause 49 of listing agreements entered into with stock exchanges , the information about the Directors proposed to be appointed / re-appointed is given in the Annexure to the notice.

12. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

13. The Notice of Annual General Meeting and the copies of audited financial statements, directors' report, auditors' report etc. will also be displayed on the website www.ngind.com and the other requirements as applicable will be duly complied with.

14. **Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administratio) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through Ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 23rd September, 2015 (9:00 am) and ends on 25th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "N G Industries Limited e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: http://www.evoting.nsdl.com

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "N G Industries Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ngmail@vsnl.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

(**EVEN Remote e-voting Event Number) USER ID PASSWORD/PIN**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of http://www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2015.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or skcomputers_kolkata@vsnl.net

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Shri Sahadeb Rath, Practising Company Secretary (C.P. No. 3452) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.ngind.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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Kolkata – 700 029
Phone : 033 24197542 • Fax : 033 2464 6390
Website: www.ngind.com Email : ngmail@vsnl.com
Date • 28th day of May, 2015

By Order of the Board
For N G Industries Limited

Ashok Kumar Goenka
Chairman

ANNEXURE TO THE NOTICE:
I. Explanatory Statement under section 102 of the Companies Act, 2013.

Item No. 5

The Board of Directors at their Meeting held on 16th March, 2015, appointed Miss Neha Goenka (DIN : 01736733) as an Additional Director under section 161 (1) of the Companies Act, 2013 to comply with the requirement of appointment of Woman Director in the Board of the Company pursuant to Clause 49 of the Listing Agreement and applicable provisions of the Companies Act,2013. She holds office till conclusion of this Annual General Meeting. Her term of office shall be liable to determination by retirement of directors by rotation.. Her appointment is subject to the approval of the shareholders. Further, pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member along with a deposit of Rs. 100,000/- (Rupees one lac only) signifying the intention to propose the candidature of Miss Neha Goenka for the office of Director, copy of which is available at the registered office of the company.

Miss Neha Goenka is a B.Com Graduate from Kolkata University. She is one of the younger members of the family who joined the family business at a very nascent age with a good academic career. She has 5 years experience in Account & Front Office Management.

Miss Neha Goenka has 234500 shares in the Company.

The Company has received consent in writing from Miss Neha Goenka to act as a Director of the Company along with the requisite disclosures as required under the Companies Act, 2013

In the opinion of the Board, Miss Neha Goenka fulfils the conditions as laid down under the Companies Act, 2013, the Companies (Appointment and Qualification of Directors Rules, 2014 and clause 49 of the Listing Agreement for appointment of Director and is not disqualified from being so appointed. Copy of the letter for appointment of Miss Neha Goenka as a Non-Executive Promoter Director is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continuously avail the services of Miss Neha Goenka who shall also share her expertise as Woman Director in the Board of the Company. Accordingly the Board, recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice.

Except Miss Neha Goenka and her relatives Shri Ashok Kumar Goenka, Chairman & Mr.Rajesh Goenka, Whole-time Director of the Company none of the other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 6

In order to support the charitable activities, it is proposed to make donation to charitable and other funds not exceeding an amount of Rs.50,00,000/- (Rupees : Fifty lacs only) which exceeds the limit of 5% of average net profits for the three immediately preceding financial years.

As per provisions of Section 181 of the Companies Act, 2013, prior permission of members of the Company in general meeting shall be required in case any amount the aggregate of which, in any financial year exceed 5% of it's average net profits for the three immediately preceding financial years.

To comply with the provisions of section 181 of the Companies Act 2013 , the approval of the Members is being sought for authorizing the Board of Directors of the Company to make contributions to bona fide charitable and other funds, in a financial year, exceeding five percent of the Company's average net profits during the three immediately preceding financial years subject to a limit of RS. 50,00,000/- (Rupees : Fifty lacs only).

The Board recommends the above resolution for your approval.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE- APPOINTMENT AS REQURIED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE :

Re-appointment of Mr. Rajesh Goenka Item No.3

Under Section 152 (6) of the Companies Act, 2013 at every AGM one third of the directors as are liable to retire by rotation shall retire from office. The Directors to retire by rotation at every AGM shall be those who have been longest in office and between those who became directors on the same day by mutual agreement or lot.

Mr. Ashok Kumar Goneka, Mr.Raj Kumar Bajoria, Mr.Jagdish Chand Kumbhat, Mr.Vinod Kumar Singhi and Dr.Subash R.Kamath, Directors have all been appointed at the last AGM on 24th September, 2014. In compliance with Section 152 of the Companies Act, 2013, Mr. Rajesh Geonka shall, by mutual agreement, retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Rajesh Goenka joined the Board of Directors as Whole-time Director of the company for a period of five years with effect from 1st September, 2013. As per the term of his appointment, re-appointment at the AGM as a director retiring by rotation would not constitute break in this appointment as as Whole-time-Director. Mr. Rajesh Goenka hold B.COM from Kolkata and has served the Company for last 20 years and has a total experience of 30 years in Finance and Corporate Management.

Except Shri Ashok Kumar Goenka, Chairman & Miss Neha Goenka, Director – relatives of Mr. Rajesh Goenka and Mr Rajesh Goenka -- none of the other Directors are interested or concerned in the above Resolution. Item No.3. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

N G INDUSTRIES LIMITED

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Phone: 033-2419 7542, Fax: 033 2464 6390

ATTENDANCE SLIP

I/We hereby record my/our presence at the 21st Annual General Meeting of the Company held at Jay Jayanti Building, 2A Mandeville Gardens, Kolkata - 700 019 at 10.30 A.M. on Saturday, 26th September, 2015.

If Shareholder(s), please sign here	If Proxy, please mention name and sign here	
	Name of Proxy	Signature

Notes:

1. Shareholder/Proxyholder, as the case may be, is required to sign and hand over this slip at the entrance of the meeting venue.
2. Members are requested to advice the change of their address, if any, to S. K. Infosolutions Pvt. Ltd.

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PROXY FORM

[Pursuant to Section 105(6) of The Companies Act, 2013 and Rule 19(3) of the Companies (Management And Administration) Rules, 2014]

Name of the Member(s):.....

Registered address:.....

.....

Email ID:.....Folio No./DP ID and Client ID.....

I/We, being the menber(s) of .....shares of the above named company, hereby appoint

1. Name:.....Email ID:.....

   Address:.....

   .....signature: _____ or failing him/her

2. Name:.....Email ID:.....

   Address:.....

   .....signature: _____

As my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on saturday, 26th September, 2015 at 10.30 A.M. at the Jay Jayanti Building, 2A Mandeville Gardens, Kolkata-700019 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated back side of the page.

Reso. No	Description	For*	Against*
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2015	☐	☐
2.	Declaration of dividend.	☐	☐
3.	Re-appointment of Mr. Rajesh Goenka as director:	☐	☐
4.	Appointment of Mls. M.R. Singhwi & Co. as Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31st March, 2016	☐	☐
5.	Appointment of Ms. Neha Goenka as a Director of the Company.	☐	☐
6.	Authorization for making donation to bona ride charitable & others fund.	☐	☐

Signed this.....day of 2015

Signature.....

Affix Revenue Stamp

Notes:

*1. Please put a'X' in the Box in the appropriate column against the respective resolution. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act. 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for other Member.

3. This form of Proxy, to be effective, should be deposited at the Registered Office of the company at : 1st Floor, 37A, Southern Avenue (Renamed as Dr Meghnad Saha Sarani) Kolkata - 700029 not later than FORTY-EIGHT HOURS before the commencement of the aforsaid meeting.