

**N G INDUSTRIES LTD**

CIN : L74140WB1994PLC065937

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

Kolkata - 700 029

Tel.: 033 2419 7542, 80175 20040

Email: [complianceofficer@ngil.co.in](mailto:complianceofficer@ngil.co.in) Website: [www.ngind.com](http://www.ngind.com)

**NOTICE TO MEMBERS**

Notice is hereby given, that the 31<sup>st</sup> Annual General Meeting of the Members of the Company will be held on **Saturday, the 27th day of September, 2025 at 10.30 A.M. IST** through video conference / other audio visual means to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of ₹ 3.50 per equity shares of the face value of ₹ 10 each (35%), of the Company for the financial year ended 31st March, 2025.
3. To appoint a Director in place of Mrs. Neha Goenka (DIN: 05215437), who retires by rotation at this Annual General Meeting and being eligible, offer herself for re-appointment.

**SPECIAL BUSINESS:**

**4. Appointment of Secretarial Auditor:**

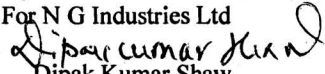
To appoint M/s S. Rath & Company, Practicing Company Secretary (Firm Registration No. S2012WB183200), as Secretarial Auditor of the Company for a period of five consecutive years starting from financial year 2025-26 and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. S. Rath & Company, Practicing Company Secretaries (Firm Registration No. S2012WB183200) as the Secretarial Auditor of the Company for a period of five consecutive years, commencing from the financial year 2025-26 until financial year 2029-30, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

Place: Kolkata  
27<sup>th</sup> May, 2025

By Order of the Board  
For N G Industries Ltd  
  
Dipak Kumar Shaw  
Company Secretary  
(Membership No: ACS 44841)

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### NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has, vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), allowed inter-alia the conducting of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facilities on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") has also, vide its Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, the provisions of the Act and SEBI Listing Regulations, the 31<sup>st</sup> AGM of the Company is being conducted through the VC/OAVM facility without the physical presence of members at a common venue. The deemed venue for the 31<sup>st</sup> AGM shall be the registered office of the Company. As the AGM is conducted through VC/ OAVM, the facility for the appointment of a proxy by the members is not available for this AGM and hence the Proxy Form and Attendance Slip including the Route Map, are not annexed to this Notice.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item No. 4 of the Notice forms part of this Notice. The Board of Directors has considered and decided to include Item No. 4 as given above as special business in the forthcoming AGM, as it is unavoidable in nature. The relevant details, as set out under Item Nos. 3 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking reappointment at this AGM are also part of this Notice.
3. In compliance with the aforementioned provisions of the Act and SEBI Listing Regulations, an electronic copy of the Annual Report for the Financial Year 2024-25 is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. In case any Member is desirous of obtaining a hard copy of the Annual Report for the Financial Year 2024-25 and the Notice of the 31<sup>st</sup> AGM of the Company, they may send a request to the Company's e-mail address at [complianceofficer@ngil.co.in](mailto:complianceofficer@ngil.co.in), mentioning their Folio No./DP ID and Client ID. Members who have questions or are seeking clarifications on the Annual Report or the proposals contained in this Notice are requested to send an email to the Company at [complianceofficer@ngil.co.in](mailto:complianceofficer@ngil.co.in) on or before 5:00 p.m. on Friday, September 5, 2025. This would enable the Company to compile the information and provide responses at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Company will allot time for Members to express their views or give comments during the meeting. Members who wish to speak at the meeting must register themselves as speakers by sending an e-mail from their registered e-mail ID, mentioning their name, DP ID, Client ID/Folio number, and Mobile number to [complianceofficer@ngil.co.in](mailto:complianceofficer@ngil.co.in) from September 20, 2025 (9:00 am IST) to September 23, 2025 (5:00 pm IST). Those Members who have registered themselves as a speaker will only be permitted to speak at the AGM and they are requested to send their questions along with the speaker registration request. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
4. Corporate members are requested to send at [sahadevrath@yahoo.co.in](mailto:sahadevrath@yahoo.co.in) or [complianceofficer@ngil.co.in](mailto:complianceofficer@ngil.co.in) before e-voting/ attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013
5. The Register of Members and Share Transfer Books of the Company will remain closed from **September 21, 2025 to September 27, 2025** both days inclusive, for determining the entitlement of the shareholders to the Dividend for F.Y. 2024-25, if declared.
6. The Dividend on Equity Shares, as recommended by the Board of Directors, if declared at the meeting, will be credited/ dispatched between September 29, 2025 to October 25, 2025 to those shareholders whose names appear in the Register of Members on September 20, 2025. In case of shares held in dematerialized form, the dividend thereon will be paid to Beneficial Owners as per details furnished by the Depositories, i.e. National Securities Depositories Limited and Central Depository Services (India) Limited as on the close of the business hours on September 20, 2025.
7. Members who hold shares in dematerialized form, kindly note that their Bank Account details, registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, S.K. Infosolutions Private Limited cannot act on any request received directly from the members holding shares in dematerialized form, for deletion or change in such Bank Account details. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participants about such change with complete details of Bank Account.
8. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend, are requested to notify the Company/ S. K. Infosolutions Private Limited.

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9. The Company has transferred the unpaid or unclaimed dividends declared up to the financial years 2016-17, from time to time on due dates to the Investor Education and Protection Fund (IEPF) established by the Central Government.
10. Pursuant to the provisions of the IEPF, the Company has uploaded the details of unpaid and unclaimed amounts lying with Company as on 31<sup>st</sup> March, 2024, on the website of the IEPF Authority viz. [www.iepf.gov.in](http://www.iepf.gov.in) and on the website of the Company and the same can be accessed through the website of the Company. The Company has been sending reminders to members having unpaid/ unclaimed dividend before transfer of such dividends to IEPF.
11. Members are requested to note that, dividends if not encashed for a period of seven years from the date of transfer to Unpaid dividend account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividend if not encashed for 7 consecutive years are also liable to be transferred to the demat account of IEPF Authority. In view of this, members are requested to claim their dividends from the Company within the stipulated time line.

Due dates for transfer of unclaimed / unpaid dividends for the financial year 2017-18 and thereafter to IEPF are as follows:

F.Y. Ended	Declaration Date	Due Date
March 31, 2018	September 22, 2018	November 28, 2025
March 31, 2019	September 21, 2019	November 27, 2026
March 31, 2022	September 24, 2022	November 01, 2029
March 31, 2023	September 30, 2023	December 04, 2030
March 31, 2024	September 28, 2024	December 02, 2031

12. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the financial year 2024-25, transferred to the IEPF Authority, all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more on 26.11.2024. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the website ([www.ngind.com](http://www.ngind.com)) of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).  
  
(b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the weblink: [www.iepf.gov.in/IEPF/corporates.html](http://www.iepf.gov.in/IEPF/corporates.html) or contact S. K. Infosolutions Private Limited for lodging claim for refund of shares and/ or dividend from the IEPF Authority.
13. Members may note that, in terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialized form.
14. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA. For any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024. An intimation shall be sent by the Listed Company to the security holder that such payment is due and shall be made electronically only upon complying with the requirements stated in para 19.1 of the Master Circular.
15. To prevent fraudulent transactions, members are requested to notify any change in address or demise of any of member, as soon as possible.
16. Members holding shares in electronic mode:
  - (a) are requested to submit their PAN and Bank Account details to their respective DPs with whom they are maintaining their demat accounts.
  - (b) are advised to contact their respective DPs for registering the nomination.
  - (c) are requested to register/ update their email address with their respective DPs for receiving all communications from the Company electronically.
17. Electronic copy of the Notice of the 31<sup>st</sup> Annual General Meeting and Annual Report for 2024-25 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant. A letter containing the web-link including the exact path of the Annual Report for 2024-25 is being sent to all the members who have not registered their e-mail address.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and all other documents referred to in the Notice will be available for inspection in electronic mode.

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19. In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate the Company's Registrar and Transfer Agents, M/s S. K. Infosolutions Private Limited, under the signature of the Sole/ First Joint holder, the following information to be incorporated on dividend warrants:
  - a. Name of the Sole/ First joint holder and the Folio Number.
  - b. Particulars of Bank Account, viz.: Name of the Bank with Branch  
Complete Address of the Bank with Pin Code Number  
Account Type, whether Saving Account (SA) or Current Account (CA)  
Bank Account Number
20. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on the cutoff date i.e. **September 20, 2025**, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at **9.00 a.m. (IST) on September 24, 2025** and will end at **5.00 p.m. (IST) on September 26, 2025**. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members who are present in the AGM through video conferencing facility and have not cast their vote by remote e-voting shall be eligible to vote at the AGM through e-voting system. (Refer serial no. 23 for detailed procedure to vote through e-voting). Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e- voting for the resolutions are requested to refer the instructions provided at serial no. 21.
21. The Company has appointed M/s. S. Rath & Company, Company Secretary in Practice, (Membership No. ACS 13298 & CP No.3452) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
22. The facility of casting the votes by the members using an electronic voting system will be provided by NSDL(National Securities Depository Limited)

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

- a. In view of the MCA Circulars and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- b. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- c. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- d. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- e. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.ngind.com](http://www.ngind.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and The Calcutta Stock Exchange at <https://www.cse-india.com>. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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g. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), respectively.

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

The remote e-voting period begins on **September 24, 2025 at 9:00 A.M.** and ends on **September 26, 2025 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **September 20, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **September 20, 2025**.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

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

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

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

<b>Type of shareholders</b>	<b>Login method</b>
Individual shareholders holding securities in Demat mode with NSDL	<p>1. Existing IDEAS user can visit the e-services website of NSDL Viz. <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a personal computer or on a mobile. On the e-service home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> Select "Register Online for IDEAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/">https://eservices.nsd.com/SecureWeb/</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR Code mentioned below for seamless voting experience.</p>

	<p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <p>      </p>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi/ Easiest facility, can log in through their existing user ID and password. Option will be made available to reach the e-voting page without any further authentication. The user to login Easi/ Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; “New System Myeasi” Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access the e-voting page by providing demat account number and PAN from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress and also be able to directly access the system of all e-voting service providers.</li> </ol>
<p>Individual shareholders (holding securities in demat mode) logging through their depository participants</p>	<ol style="list-style-type: none"> <li>You can also log in using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for the e-voting facility.</li> <li>Once logged in, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL / CDSL depository site after successful authentication, wherein you can see e-voting feature.</li> <li>Click on company name or e-voting service provider-NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” option available on the above-mentioned website.

**Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL:**

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call on the toll free no.: 022 4886 7000 and 020 2499 7000
Individual shareholders holding securities in demat mode	Members facing any technical issue in login can contact

with CDSL	CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no 1800 22 55 33
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**B) Login method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to log-in to NSDL e-voting website?**

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL	8-character DP ID followed by 8-digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL	16-digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For members holding shares in physical form	EVEN Number followed by Folio Number registered with the Company For example, if your Folio Number is 001*** and EVEN is 116022, then your User ID is 116022001***

5. Password details for shareholders other than individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8-digit Client ID for your NSDL account, or the last 8 digits of your Client ID for CDSL account, or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details / Password?" (If you hold shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you hold shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by the aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number / Folio Number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password)-based login for casting their vote on the e-voting system of NSDL.

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7. After entering your password, tick on "Agree with Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on the "Login" button.
9. After you click on the "Login" button, the homepage of e-voting will open.

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

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

1. After successfully logging at Step 1, you will be able to see the EVEN of all companies in which you holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "join General Meeting".
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting the appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on the "Submit" and "Confirm" when prompted.
5. Upon confirmation, the message, "Vote cast successfully", will be displayed.
6. You can also take a printout of the votes cast by you by clicking on the "Print" option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sahadevrath@yahoo.co.in](mailto:sahadevrath@yahoo.co.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022- 4886 7000 and 022 2499 7000, or send a request to Ms. Pallavi Mahtre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to **Company/RTA email id at [complianceofficer@ngil.co.in](mailto:complianceofficer@ngil.co.in)/ [skcdilip@gmail.com](mailto:skcdilip@gmail.com)**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id at [complianceofficer@ngil.co.in](mailto:complianceofficer@ngil.co.in)/ [skcdilip@gmail.com](mailto:skcdilip@gmail.com)**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**N G INDUSTRIES LTD**

**23. INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

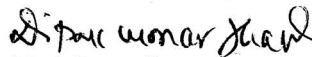
**24. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further, Speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Members who would like to speak at the AGM must register themselves as a speaker by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number and mobile number to [complianceofficer@ngil.co.in](mailto:complianceofficer@ngil.co.in) from September 20, 2025 (9:00 am IST) to September 23, 2025 (5:00 pm IST). Those Members who have registered themselves as a speaker will only be permitted to speak at the AGM and they are requested to send their questions along with the speaker registration request. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

Registered Office:  
1<sup>st</sup> Floor, 37A Dr Meghnad Saha Sarani,  
Kolkata 700029

Place: Kolkata  
27<sup>th</sup> May, 2025

By Order of the Board  
For N G Industries Ltd

  
Dipak Kumar Shaw  
Company Secretary

## **N G INDUSTRIES LTD**

### **Explanatory Statement**

Explanatory Statements relating to the business mentioned in Item No. 4 of the accompanying Notice of the Annual General Meeting (AGM) is given below:

#### **Item no. 4: Appointment of Secretarial Auditor**

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a sole Proprietor Secretarial Audit firm for a maximum of one term of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. S. Rath & Company., Practicing Company Secretary, as the Secretarial Auditors of the Company for a period of five years, commencing from April 1, 2025, to March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending S. Rath & Company for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. S. Rath & Company was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

S. Rath & Company is a peer reviewed and a well-established Proprietorship firm of Practicing Company Secretary, registered with the Institute of Company Secretaries of India, New Delhi. The firm is led by experienced Proprietor Sahadeb Rath who is distinguished professionals in the field of corporate governance and compliance. His collective expertise spans corporate advisory, transactional services, litigation, advocacy, and legal due diligence.

The terms and conditions of S. Rath & Company's appointment include a tenure of five years, from April 1, 2025, to March 31, 2030. The fixed remuneration for the Secretarial Audit for the financial year 2025-26 is set at ` 20,000/- (Rupees Twenty Thousand only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by S. Rath & Company to conduct the audit effectively.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with Mr. Sahadeb Rath, and will be subject to approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent years from 2026 to 2030 will also be approved by the Board and/or the Audit Committee.

The fee paid to S. Rath & Company for the financial year 2024-25 is same as that proposed for financial year 2025-26. Accordingly, there is no material change in the fee payable to S. Rath & Company, making the requirement to disclose such a change not applicable.

S. Rath & Company has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of S. Rath & Company as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

**N G INDUSTRIES LTD**

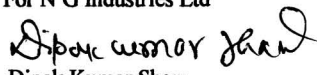
Relevant details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at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

Name of Director	Ms. Neha Goenka
Director Identification Number (DIN)	05215437
Age	32
Date of Joining the Board	16.03.2015
Qualification	Graduation – Bachelors in Commerce in Financial Accounting from Calcutta University
Experience including expertise in specific functional area	Mrs. Neha Goenka is presently Non-executive Non-Independent Director since March, 2015. She has over 10 years of experience in Accounts & Front Office Management with focus on operational excellence of Company.
Terms and conditions of re-appointment	As per the resolution at item no. 3 of the Notice convening Annual General Meeting on 27-09-2025
Remuneration last drawn, including sitting fees if any	Nil
Relationship with other Director/KMP	Mr. Rajesh Goenka, Executive Chairman - Father
Number of meeting of the Board attending during the year	7
Directorship held in other companies	Nil
Committee Memberships and Chairmanships in the Company	Member of Nomination and Remuneration Committee
Chairmanship/ Membership of Committee of other Board	Nil
No. of shares held in the Company	6,00,000
Resignation from Listed Entities in past three years	NA
Confirmation pursuant to BSE Circular dated 20.06.2018	Mrs. Neha Goenka, has confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or any such authority

Registered Office:  
1<sup>st</sup> Floor, 37A Dr Meghnad Saha Sarani,  
Kolkata 700029

Place: Kolkata  
27<sup>th</sup> May, 2025

By Order of the Board  
For N G Industries Ltd

  
Dipak Kumar Shaw  
Company Secretary