

# N. G. INDUSTRIES LTD.

CIN-L74140 WB 1994 PLC 065937

1<sup>st</sup> Floor, 37A Southern Avenue, Kolkata-700 029  
(Renamed as Dr. Meghnad Saha Sarani)

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September 23, 2017

To  
The Secretary  
Bombay Stock Exchange Limited  
Registered Office: Floor 25,  
P.J. Towers, Dalal Street,  
Mumbai – 400001  
Scrip Code No. 530897

To  
The Secretary  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range  
Kolkata - 700001

Scrip Code No. 10024075

Dear Sirs,

**Sub: Outcome of 23<sup>rd</sup> Annual General Meeting of the Company**

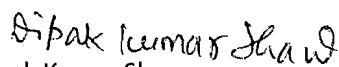
We wish to inform you that 23<sup>rd</sup> Annual General Meeting of the Company was duly convened on Saturday, 23<sup>rd</sup> September, 2017 at registered office of the Company at 1<sup>st</sup> floor, 37A, Dr Meghnad Saha Sarani, Kolkata – 700029 at 10.30 A.M.

Enclosed please find the following for your information and records:

1. A summary of the proceeding of the 23rd Annual General Meeting (AGM) of the Company, in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Attached as Annexure – A)
2. The details regarding the voting results in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Attached as Annexure – B)
3. Consolidated Report of the Scrutinizer dated 23<sup>rd</sup> September, 2017. (Attached as Annexure C)

In connection with the above, and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that Resolution Nos. 1 to 5 as stated in the Notice dated 29<sup>th</sup> May, 2017 were passed by the Shareholders by requisite majority.

Thanking you,  
Yours faithfully  
For N G Industries Ltd.

  
Dipak Kumar Shaw  
(Company Secretary)  
Encl: as above

## ANNEXURE: A

### Summary of the Proceedings of the 23<sup>rd</sup> Annual General Meeting of N G Industries Limited

The 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of N G Industries Ltd was convened on Saturday, the 23<sup>rd</sup> September, 2017 at Registered Office of Company at 1<sup>st</sup> Floor, 37A, Dr Meghnad Saha Sarani, Kolkata- 700029.

- **Shri. Rajesh Goenka, Chairman & Whole-time Director** chaired the Meeting. The businesses before the Meeting were taken up as the quorum was present, which remained present throughout the Meeting. As per the records of attendance, 28 members were present in person or through proxy at the Meeting.
- The Meeting was attended by all the Directors, Shri. Santosh Kumar Thakur , Chief Financial Officer, Shri. Dipak Kumar Shaw, Company Secretary, Shri. Debashis Mukherjee, Representation of Messers M.R. Singhwi & Co., Statutory Auditor, Shri. Sahadeb Rath, Secretarial Auditor and Scrutinizer.
- The Chairman welcomed and addressed the members about the financial performance of the Company for the year ended 31<sup>st</sup> March, 2017. He briefed the members about the future outlook of the Company.
- The Chairman covered the items of Ordinary Businesses and Special Businesses before the Meeting, as listed under Serial Nos. 1 to 5 of the Notice dated 29<sup>th</sup> May, 2017. He informed that there is no qualification, reservation or adverse remark in the Auditor's Report on the Financial Statements.
- The Chairman informed the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with the relevant Rules of the Act, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting. The Company had engaged the Services of National Securities Depository Limited (NSDL) for providing e-voting facilities. The e-voting period commenced at 9.00 A.M. on Wednesday, 20<sup>th</sup> September, 2017 and ended at 5.00 P.M. on Friday, 22<sup>nd</sup> September, 2017.
- The chairman further informed the Meeting that the facility for voting through Ballot paper has been made available at the Meeting for the Members who have not cast their vote through e-voting. Thereafter, Shri. Dipak Kumar Shaw, Company Secretary, read the Statutory Auditor's Report.
- The Chairman of the Meeting invited the Members to raise questions, offer comments or seek clarifications on matters relating to Agendas stated in Notice dated 29<sup>th</sup> May, 2017 convening the 23<sup>rd</sup> Annual General Meeting of the Company. Some questions raised by the Shareholders were replied by the Chairman.
- Thereafter, the Chairman of the Meeting asked those Members who could not cast their vote through e-voting to then cast their vote through Ballot paper.
- Thereafter, the Chairman of the Meeting announced that the result of e-voting and physical voting shall be submitted to the Stock Exchange in the prescribed format and the said results along with the Consolidated report of the Scrutinizer, shall also be placed on the Company's website at [www.ngind.com](http://www.ngind.com) and at NSDL website, the agency providing e-voting facility within 48 hours of conclusion of AGM.



The following resolutions have been passed by Members with requisite majority:

**Ordinary businesses**

1. Adoption of Audited Financial Statement of the Company for the Financial Year ended 31st March, 2017 together with, the Report of the Directors and Auditors' Report thereon. – **Ordinary Resolution**
2. Declaration of dividend for the financial year ended 31<sup>st</sup> March, 2017. - **Ordinary Resolution**
3. Appointment of a Director in place of Ms. Neha Goenka (DIN NO.05215437), Who retires by rotation and being eligible, offers herself for re-appointment. - **Ordinary Resolution**
4. Appointment of M/S. Pushpendra Jain & Co., Chartered Accountant, Kolkata, (Firm Registration No. 320233E) as Statutory Auditors of the Company for a period of one year till the Conclusion of the 24<sup>th</sup> AGM of the Company and authority to Board of Directors to fix remuneration. - **Ordinary Resolution**

**Special business**

5. Not to fill casual vacancy caused on the Board due to resignation of Shri. Vinod Kumar Singhi (Din:00354856).- **Ordinary Resolution**

The meeting including the formalities relating to the Ballot Process concluded at 11.26 A.M. with a vote of thanks to the Chair.

Thanking you,

Yours faithfully

For N G INDUSTRIES LTD.

*Dipak Kumar Shaw*  
Dipak Kumar Shaw  
(Company Secretary)

**N G INDUSTRIES LIMITED**

CIN: L74140WB1994PLC065937

**ANNEXURE: B**

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

website: www.ngind.com, Email: ngmail@vsnl.com, Phone: 033 2419 7542

**Voting Details of 23<sup>rd</sup> Annual General Meeting (AGM)**

Date of the AGM	23rd September, 2017
Total number of shareholders on record date	1442 as on cut-off date i.e. 16th September, 2017.
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	19
Total	28
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group:	
Public	



**Resolution No.1 : To received, consider and adopt the Audited Balance Sheet as at 31, March 2017 and Profit & Loss Account for the year ended on that date together with, the Report of the Directors and Auditors' Report thereon .**

Resolution required(Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Share held (1)	No. of votes polled (2) #	% of votes polled on outstanding shares [(2)/(1)]*100 (3)	No. of votes - In favour (4)	No. of votes - against (5)	% of votes in favour or votes polled [(4)/(2)]*100 (6)	% of votes against on votes polled [(7)-[(4)/(2)]*100 (7)
Promoter & Promoter Group	E-Voting	24,96,000	2496000	100.00	2496000	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2496000	100.00	2496000	0	100.00	0.00
Public Institutional holders	E-Voting	-	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	8,54,500	61083	7.15	61083	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		61083	7.15	61083	0	100.00	0.00
Total		33,50,500	2557083	76.32	2557083	0	100.00	0.00

# Valid votes polled have been considered



**Resolution No.2 : To declare dividend for the financial year ended 31st March, 2017.**

Resolution required(Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Share held (1)	No. of votes polled (2) #	% of votes polled on out standing shares (3) = $[(2)/(1)] \times 100$	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter & Promoter Group	E-Voting	24,96,000	2496000	100.00	2496000	0	100.00	0
	Poll		0	0.00	0	0	0.00	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		2496000	100.00	2496000	0	100.00	0.00
Public Institutional holders	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0	0.00	0	0	0.00	0.00
Public - Others	E-Voting	8,54,500	61083	7.15	61083	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		61083	7.15	61083	0	100.00	0.00
Total		33,50,500	2557083	76.32	2557083	0	100.00	0.00

# Valid votes polled have been considered









Annexure 2 C

# SAHADEB RATH

**B.Com(Hons.), ACS**

**Practicing Company Secretary**

**31/1, Chatawala Lane,  
2<sup>nd</sup> Floor, Room No. 209,  
Kolkata-700012,**

**phone (O)-03322360745,  
(M)-9830363084**

**Email-sahadevrath@yahoo.co.in**

Dated: 23.09.2017

To  
Mr. Rajesh Goenka  
The Chairman  
**N G INDUSTRIES LIMITED**  
37A, Southern Avenue, 1<sup>st</sup> Floor  
(Renamed as Dr. Meghnad Saha Sarani)  
Kolkata - 700 029

Dear Sir,

Sub: Scrutinizer's Report on the Remote E-voting and voting through Ballot at the Meeting in respect of the resolutions contained in the notice of the Twenty Third (23<sup>rd</sup>) Annual General Meeting of NG Industries Limited held on 23<sup>rd</sup> September, 2017.

Please find enclosed herewith the Scrutinizer's Report dated 23rd September 2017 on the Remote E-voting and voting through Ballot paper at the meeting in respect of the 23<sup>rd</sup> Annual General Meeting of N G Industries Limited held on 23<sup>rd</sup> September, 2017.

Regards  
  
**SAHADEB RATH**  
*Practicing Company Secretary*  
C. P. No.- 3452  
Memb No.- 13298

**Sahadeb Rath**  
Practicing Company Secretary  
Membership No-13298  
CP No-3452

Place: Kolkata  
Enclosure: As above

# SAHADEB RATH

**B.Com(Hons.), ACS**

**Practicing Company Secretary**

*Annexure C*

**31/1, Chatawala Lane,  
2<sup>nd</sup> Floor, Room No. 209,  
Kolkata-700012,**

**phone (O)-03322360745,**

**(M)-9830363084**

**Email-sahadevrath@yahoo.co.in**

## **SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL**

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Rules, 2014 read with amendments made thereto)**

To

**Mr. Rajesh Goenka**

**The Chairman of 23<sup>rd</sup> Annual General Meeting of**

**N G INDUSTRIES LIMITED**

**(Corporate Identity Number- L74140WB1994PLC065937)**

**37A, Southern Avenue, 1<sup>st</sup> Floor**

**(Renamed as Dr. Meghnad Saha Sarani)**

**Kolkata - 700 029**

**Ref: 23<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of NG Industries Limited held at 37A, Southern Avenue, 1<sup>st</sup> Floor, Kolkata – 700029 on Saturday, the 23<sup>rd</sup> September, 2017 at 10.30 A.M.**

**Sub: Scrutinizer's Report on the "Remote E-Voting" and "Voting through Ballot at the AGM Venue in respect of the resolutions contained in the Notice calling the 23<sup>rd</sup> Annual General Meeting of NG Industries Limited.**

Dear Sir,

1. I, Sahadeb Rath, Practicing Company Secretary, have been appointed as the Scrutinizer by M/s. N G Industries Limited (the Company), vide a resolution passed by the Board of Directors of the Company at their meeting held on 29<sup>th</sup> May, 2017, in terms of 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 pursuant to the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to carry out the scrutiny of the Remote E-Voting and Voting through Ballot at the venue of the said Annual General Meeting for and in respect of all the 5 resolutions, as mentioned herein below and as contained in the Notice dated 29<sup>th</sup> May 2017 convening the said Annual General Meeting ("said AGM", here in after) and ascertaining the requisite majority.

**SAHADEB RATH**  
*Practicing Company Secretary*  
**C. P. No.- 3452**  
**Memo No.- 13298**



9. The said remote e-voting at portal www.evoting.nsdl.com were thereafter unblocked in the presence of following two witnesses who were not in the employment of the company after the voting by physical ballots at the AGM Venue were completed and counted.

(a) Mr. P. K, Jain

*P. K. Jain*

(b) Mr. Bijay Kumar Nayak

*Bijay K. Nayak*

10. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and voting through ballot paper at the AGM.
11. I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.

### Ordinary Business

#### Item No.1- Ordinary Resolution

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the year ended on that date together with the Report of the Directors and Auditors' Report thereon.

- i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	30	2557083	100.00
Through Ballot	Nil	Nil	Nil
Total	30	2557083	100.00

- ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
Through Ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

- iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	NA
Through Ballot	Nil	Nil	NA
Total	Nil	Nil	NA

*SANJEEV RATH*  
Practicing Company Secretary  
C. P. No. - 3452  
Memb No. - 13298

## Item No.2- Ordinary Resolution

To declare a dividend on Equity Shares.

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	30	2557083	100.00
Through Ballot	Nil	Nil	Nil
Total	30	2557083	100.00

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
Through Ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	NA
Through Ballot	Nil	Nil	NA
Total	Nil	Nil	NA

## Item No.3-Ordinary Resolution

To appoint a director in place of Ms. Neha Goenka ( DIN 05215437), who retires by rotation and being eligible, offers herself for re-appointment.

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	30	2557083	100.00
Through Ballot	Nil	Nil	Nil
Total	30	2557083	100.00

SAHADEB RATH  
Practicing Company Secretary  
C. P. No.- 3452  
Memo No.- 13298



ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
Through Ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

iii. Invalid Votes

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	NA
Through Ballot	Nil	Nil	NA
Total	Nil	Nil	NA

**Special Business**

**Item No.5-Ordinary Resolution**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the vacancy caused on the Board of the Company due to the resignation of Mr. Vinod Kumar Singhi, be not filled-up".

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	30	2557083	100.00
Through Ballot	Nil	Nil	Nil
Total	30	2557083	100.00

ii. Voted against the resolution

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
Through Ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

SAHADEB RATH  
Practicing Company Secretary  
C. P. No.- 3452  
Membr. No.- 13298

