

<b>BOARD OF DIRECTORS</b>	:	Mr. Rajesh Goenka, Whole-Time Director & Chairman Dr. Subash R. Kamath – resigned on 09.11.2018 Mr. Raj kumar Bajoria Mr. Jagdish Chand Kumbhat Ms. Neha Goenka
<b>CHIEF FINANCIAL OFFICER</b>	:	Mr. Santosh Kumar Thakur
<b>COMPANY SECRETARY</b>	:	Mr. Dipak Kumar Shaw
<b>AUDITORS</b>	:	Pushpendra Jain & Co.
<b>BANKERS</b>	:	Allahabad Bank Axis Bank Ltd. HDFC Bank Ltd. Standard Chartered Bank State Bank of India
<b>REGISTERED OFFICE</b>	:	1st Floor 37A, Dr Meghnad Saha Sarani Kolkata – 700 029
<b>DIVISIONS</b>	:	1. N G Medicare & Calcutta Hope Infertility Clinic 123A, Rash Behari Avenue Kolkata – 700 029
	:	2. N G Nursing Home 23, Dr Meghnad Saha Sarani Kolkata – 700 026
	:	3. N G Pharmacy -123A, Rash Behari Avenue Kolkata – 700 029
	:	- 23, Dr Meghnad Saha Sarani Kolkata – 700 026
<b>REGISTRARS &amp; SHARE TRANSFER AGENTS</b>	:	S. K. Infosolutions Pvt Ltd 34/1A Sudhir Chatterjee Street Kolkata - 700006
<b>LISTING OF SHARES</b>	:	1. The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata -700 001
	:	2. BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001

## **N G INDUSTRIES LTD**

### **DIRECTORS' REPORT TO THE MEMBERS:**

Your Directors have pleasure in submitting the 25<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2019.

### **FINANCIAL HIGHLIGHTS :**

The financial results of the Company are summarised below:

Particulars	Year ended 31 <sup>st</sup> March, 2019 (₹ in lakhs)	Year ended 31 <sup>st</sup> March, 2018 (₹ in lakhs)
Income from Operations	1766.66	1736.33
Other Income	(33.97)	(23.41)
Total Income	1732.69	1712.92
Total Expenditure	1559.70	1498.98
Profit before Taxation	172.99	213.94
Less: Tax Expenses	60.50	73.19
Profit after Tax	112.49	140.75
Other Comprehensive Income (net)	(58.68)	(46.31)
Total Comprehensive Income	53.81	94.43
Dividend distributed	117.27	117.27
Tax on Dividend	24.10 <sup>#</sup>	23.87 <sup>*</sup>
Earnings per Share (₹)	3.36	4.20

\* Pertaining to dividend for the financial year 2016-2017

# Pertaining to dividend for the financial year 2017-2018

### **OPERATIONS AND PROSPECTS :**

Since the past year or so, the healthcare industry has been affected by significant adverse developments. These have been discussed in our last year's Annual Report as well. They continue to plague the sector effecting its growth and investments in the short term. Large adverse publicity of unethical practices of a few large private hospitals, cases of alleged negligence in a few places, exorbitant cost of treatment in some cases have dented the trust of the citizens at large in the medical profession as well as private healthcare establishments. This has caused migration to government healthcare establishments, which are, as it is overburdened. Doctors too are wary of taking on challenging cases and choose to refer such patients elsewhere. Increased litigation and increased regulation of the sector have also resulted as a fallout. Economic slowdown has aggravated footfalls further. Competition amongst private establishments with lower capacity utilization have further put pressures on margins with increased cost of all major inputs as well. The year has also seen absence of usual spikes in footfalls and admissions on account of communicable diseases like Malaria, Dengue, Chikungunya, H1N1 & other kinds of viral Influenza, thereby affecting revenue.

Your company is facing these challenges through improved quality of services, better in-house training, obtaining accreditations and extensive customer feedbacks and quality audits, transparency of dealing with all customers with more intensive communication.

The above scenario has effected your company's revenues and profitability, particularly in the last quarter and continues to be so at present. Despite these challenges, we consider your company's performance as satisfactory and believe that the outlook of the company can be in line with its current performance.

There was no change in the nature of the business of the Company during the year.

## **N G INDUSTRIES LTD**

### **DIVIDEND :**

Your Directors recommend a Dividend of Rs. 3.50 per Equity Share (Previous Year Rs.3.50) for your consideration for the year ended 31st March, 2019. The Dividend will be paid after it is approved at the forthcoming Annual General Meeting.

### **TRANSFER OF DIVIDEND AND CORRESPONDING EQUITY SHARES TO INVESTOR EDUCATION AND PROTECTION FUND:**

In accordance with the provisions of Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), dividends not encashed / claimed within seven years from the date of transfer to unpaid dividend account are to be transferred to the Investor Education and Protection Fund (IEPF) Authority.

The IEPF Rules mandate Companies to transfer shares of Members whose dividends remain unpaid / unclaimed for a continuous period of seven years to the demat account of IEPF Authority. The Members whose dividend / shares are transferred to the IEPF Authority can claim their shares / dividend from the Authority. In accordance with the said IEPF Rules and its amendments, the Company had sent notices to all the Shareholders whose shares were due to be transferred to the IEPF Authority and simultaneously published newspaper advertisement. List of such shareholders are also posted on the website ([www.ngind.com](http://www.ngind.com)) of the Company.

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, Rs. 40,226 of unpaid / unclaimed dividends and 1,500 shares were transferred during the financial year 2018-19 to the Investor Education and Protection Fund.

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 22<sup>nd</sup> September, 2018 (date of last AGM) on the Company's website at [www.ngind.com](http://www.ngind.com) and on the website of the Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in).

### **DETAILS OF DEMAT/UNCLAIMED SUSPENSE ACCOUNT:**

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

### **DISCOUNT TO SHAREHOLDERS :**

The Company has decided to offer a discount of 15% to all shareholders of the Company on all the diagnostic services being offered by us. The shareholders availing the discount will be required to inform their Folio number/DP ID and produce identity documents only.

### **TRANSFER TO GENERAL RESERVE :**

No sum has been transferred to the General Reserves of the Company at the end of the Year.

## **N G INDUSTRIES LTD**

### **AUDITORS:**

M/s. Pushpendra Jain & Co., Chartered Accountants, Kolkata, (Firm Registration No. 320233E) holds office of the Auditors of the Company until the conclusion of the ensuing 25<sup>th</sup> AGM of the Company. Accordingly, the Company is required to appoint new Auditors in place of the retiring Auditors.

The Board of Directors on the recommendation of the Audit Committee has recommended to the members of the Company for re-appointment of M/s Pushpendra Jain & Co., Chartered Accountant, Kolkata (Firm Registration No. 320233E) as Statutory Auditors of the Company for a term of one year commencing from the conclusion of the 25<sup>th</sup> AGM till the conclusion of the 26<sup>th</sup> AGM.

### **AUDITORS' REPORT :**

The Auditors' Report on the financial Statement of the Company forms part of the Annual Report. There is no qualification, reservation, adverse remark, disclaimer or modified opinion in the Auditors' Report, which calls for any further comments or explanations. Further during the year under review, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no details are required to be disclosed in pursuant to Section 134(3)(ca) of the Companies Act, 2013.

### **DIRECTORS & KEY MANAGERIAL PERSONNEL :**

Ms. Neha Goenka, Director of the Company, retires by rotation and being eligible offers her-self for re-appointment in the ensuing Annual General Meeting.

The Company has designated Mr. Rajesh Goenka, Whole-time-Director & Chairman, Mr. Santosh Kumar Thakur- Chief Financial Officer and Mr. Dipak Kumar Shaw - Company Secretary & Compliance Officer as Key Managerial Personnel.

### **SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES :**

The Company does not have any Subsidiary/ Joint venture or Associate Company within the meaning of the Companies Act, 2013.

### **WHISTLE BLOWER MECHANISM :**

The Company has put in place Whistle Blower Mechanism, details of which are given in Corporate Governance Report forming part of this report.

### **LOANS, INVESTMENT AND GUARANTEES BY THE COMPANY :**

There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013.

### **NUMBER OF MEETINGS OF BOARD OF DIRECTORS :**

The Board of Directors have met 6 times and Independent Directors once during the year ended 31<sup>st</sup> March, 2019. Details of the meetings and attendance of the Directors are provided in the Corporate Governance Report.

### **DETAILS OF THE COMMITTEE OF DIRECTORS :**

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship Committee of Directors, number of meetings held of each Committee during the financial year 2018-2019 and meetings attended by each member of the Committee as required under the Companies Act, 2013, are provided in Corporate Governance Report forming part of this Report.

The Recommendations by the Audit Committee as and when made to the Board have been accepted.

## **N G INDUSTRIES LTD**

### **DIRECTOR REMUNERATION POLICY:**

The Company has followed a Policy on appointment and remuneration of Directors and senior management employees. This policy is approved by the Nomination & Remuneration Committee and the Board. Details of the same are covered under Corporate Governance Report.

### **ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS :**

The Board of Directors of the Company has initiated and put in place a policy for evaluation of its own performance, its committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company. Further details are outlined in the Corporate Governance Report forming a part of this report.

### **DECLARATION OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS :**

Pursuant to Section 149(7) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the Compliance of the Conditions of the independence, stipulated in Section 149(6) of the Act read with Regulation 16(1)(b) of SEBI (LODR) Regulation, 2015.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

Internal Audit has been conducted throughout the organization by qualified outside Internal Auditors. Findings of the Internal Audit Report are reviewed by the top management and by the Audit Committee of the Board and proper follow-up action is ensured wherever required. The Statutory Auditors have evaluated the systems of internal controls of the Company and have reported that the same are adequate and commensurate with size of the Company and nature of its business.

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL ) ACT, 2013:**

The Company has put in place an Internal Complaints committee to redress complaints received regarding sexual harassment from any employee of the Company. The committee comprising of majority of women employees is constituted for the purpose of ensuring compliance towards the provisions of the above Act. During the year 2018-2019 no complaints were received by the said committee.

### **LISTING WITH STOCK EXCHANGES :**

As per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company hereby declares that the Listing of its Shares at The Calcutta Stock Exchange Ltd. as well as BSE Ltd continued throughout the year and the Listing Fee due till date stands paid.

### **DEMATERIALISATION OF SHARES :**

In order to facilitate dealing in shares in the electronic mode, your Company has entered into an arrangement with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). With this, the members have the option to trade their dematerialised shares in the Company through NSDL or CDSL. Securities and Exchange Board of India (SEBI) has made it mandatory for all investors to trade in the shares of the Company in dematerialised form. The Company's Shares have been allotted **ISIN:INE825C01018**.

The Company has not issued any sweat equity shares, bonus, employee stock option and not called for buyback of shares during the current financial year. Directors also confirm that there are no shares under suspense status.

### **COST AUDIT :**

Cost Audit is not applicable to the Company.

## **N G INDUSTRIES LTD**

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :**

The particulars as prescribed under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014 are as follows

#### **A. CONSERVATION OF ENERGY**

##### **(i) The steps taken or impact on conservation of energy;**

The operations of the Company, being healthcare establishments, the Company is taking every necessary step to reduce the consumption of energy.

##### **(ii) The steps taken by the Company for utilizing alternate source of energy;**

Your Company is exploring the possibility of utilizing alternate sources of energy which may be taken up for future Implementation when found to be credible and viable.

##### **(iii) The capital investment on energy conservation equipment;**

Though investments have been made in areas like change over to LED lights, Energy audits, Load balancing, replacement with energy saving air conditioners etc. no specific budgets or heads of such are accounted for, in view of major energy specific project being yet to be taken up.

#### **B. TECHNOLOGY ABSORPTION**

The nature of the Company's operations being healthcare delivery, the required information in the prescribed manner is considered to be not applicable to the Company.

#### **C. FOREIGN EXCHANGE EARNINGS & OUTGO**

During the year under review, there were no inflow but outgo of ₹ 235143 of Foreign Exchange.

#### **RISK MANAGEMENT:**

The provisions relating to composition of a Risk Management Committee are not applicable to the Company.

#### **CORPORATE SOCIAL RESPONSIBILITY:**

The provisions relating to Corporate Social Responsibility are not applicable to the Company.

#### **PARTICULARS OF EMPLOYEES & MANAGERIAL REMUNERATION:**

Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i Ratio of remuneration of each Executive Director to median remuneration of the employees of the Company for the financial year 2018-19, percentage increase in remuneration of Directors, Chief-Financial Officer and Company Secretary during the financial year 2018-19.



## **N G INDUSTRIES LTD**

Sl. No.	Name of Director(s)/KMP	Designation	Ratio of remuneration of director to median employee remuneration	Percentage increase in Remuneration
1	Rajesh Goenka	Chairman & Whole-time Director	9.33:1	33.33
2	Santosh Kumar Thakur	CFO	-	13.09
3	Dipak Kumar Shaw	Company Secretary	-	14.74

- ii The percentage increase in the median remuneration of Employees for the financial year was 7.90
- iii The Company has 68 permanent employees (excluding Whole-time Director) on the rolls of the Company as on 31<sup>st</sup> March, 2019
- iv It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

### **DIRECTORS' RESPONSIBILITY STATEMENT :**

The Directors state that:

- In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- They have prepared the annual accounts on a going concern basis;
- They have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

## **N G INDUSTRIES LTD**

### **MANAGEMENT DISCUSSION & ANALYSIS**

Our discussion & analysis may be perceived as repetitive over the years but constitutes the essence of wisdom about our field of operations as assimilated by us over two decades of experience.

#### **A) INDUSTRY STRUCTURE & DEVELOPMENT:**

Rising incomes in the hands of our citizens, increasing health awareness in society at large, increasing population of older citizens, new technologies in the sector, longer life expectancy, health insurance penetration and medical tourism are contributing to the growth in healthcare sector. The new health Insurance scheme announced by the union government when fully implemented will further increase penetration of insured healthcare in the country.

#### **B) OPPORTUNITIES, THREATS, RISKS AND CONCERNS:**

Opportunity for the Company are inherent in the sectors we operate in and are already covered in above paragraph (A).

Slowdown in economy, specially if in the services or retail sector effects most businesses including healthcare. The healthcare business runs the risk of unfavorable publicity in case of unsuccessful treatment translating into reduction of patient flow, risk of good professionals leaving the Company and it stands to lose years of on job training and risk of Independent Doctors beginning to refer patients elsewhere. With several Medical Centres coming up in the city, competitive threats cannot be ignored. Unfavorable publicity resulting out of few cases in private healthcare hospitals of Kolkata has lead to migration of cases from private to government hospitals towards end of 2017-2018 and even thereafter. The trust between citizens and Doctors as well as establishments has weakened affecting the whole sector. Healthcare establishments have faced mob violence and damage to property, increased litigation for award of compensation on sometimes frivolous grounds, doctors have been taken to Medical council for action on grounds of negligence etc. This challenge will have to be met by all, with more transparent and diligent services.

The Company mitigates these risks through adopting ethical practices, transparent dealings with patients and explaining to them in plain layman language, the pros and cons of the treatment with realistic assessments of recovery. Quality Surveillance and adherence to strict protocols also mitigates risks. The Company provides professionals, a very good and challenging environment with continuous growth and also looks out to induct new and good professionals to keep strengthening its team. The Company has also adopted external quality audits as well as accreditations. To face competition, the Company keeps close interaction with Doctors and strives to keep services at levels meeting their standards. Company is also continuously investing in newer technologies and equipments to stay ahead in offering value added and superior quality of tests at affordable tariffs.

#### **C) OUTLOOK:**

Although the Company operates in an industry that is increasingly getting more competitive, the outlook of your Company looks good on account of our adherence to quality of services, affordable tariffs and trust earned through over two decades of diligent service to citizens. The Company on its part is facing the challenges to the entire private sector healthcare and its image and credibility through consistent credible and transparent dealings and greater communication with patient families on all aspects of treatment.

#### **D) INTERNAL CONTROL:**

Your Company has adequate internal control systems, commensurate with its size of operations. Please see paragraph with heading 'INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY' in this report.

#### **E) HUMAN RESOURCES/INDUSTRIAL RELATIONS:**

Your Company has during the previous year continued to have cordial industrial relations with its employees. The number of employees of the Company at the end of the year was 68.

#### **F) FINANCIAL AND OPERATIONAL PERFORMANCE:**

Has been detailed already in this report.



## **N G INDUSTRIES LTD**

### **CORPORATE GOVERNANCE :**

The Corporate Governance Report forms an integral part of this Report and are set out as separate annexure to this Report. The certificate from the Auditors of the company, certifying compliance of conditions of Corporate Governance stipulated in the Listing Agreement with the Stock Exchanges is also annexed to Report on Corporate governance.

### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTY :**

All contracts / arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contracts/ arrangements/ transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Your Directors draw attention of the members to "notes to the financial statement" which sets out related party disclosures.

### **SECRETARIAL AUDITOR :**

The Board has appointed S. Rath & Co., Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2018-2019. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2019 is annexed herewith to this report.

There are no qualifications in their report requiring explanation from the board.

### **EXTRACT OF ANNUAL RETURN :**

Extract of Annual Return of the Company is annexed herewith to this report.

### **DEPOSITS :**

The Company has not accepted any deposits from public during the period under review and accordingly no amount was outstanding as on the date of the Balance Sheet.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of the report.

### **ACKNOWLEDGEMENTS:**

Your Directors acknowledge the co-operation and assistance received from the Shareholders, Doctors, Banks and various Government Agencies. Your Directors wish to place on record their sincere appreciation for the contribution made by the employees.

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For and on behalf of Board of Directors

Place : Kolkata  
Date : 29th day of May, 2019

Rajesh Goenka  
Chairman  
(DIN: 00157319)

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31<sup>st</sup> March, 2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L74140WB1994PLC065937
2.	Registration Date	17th November, 1994
3.	Name of the Company	N G Industries Ltd
4.	Category Sub-category of the Company	Company limited by Shares Non Government Company
5.	Address of the Registered office & contact details	1st Floor, 37A, Dr. Meghnad Saha Sarani, Kolkata - 700 029 Tel: 033 24197542, Fax: 033 24646390
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	S.K. Infosolutions Pvt. Ltd. 34/1A, Sudhir Chatterjee Street, Kolkata - 700 006 Telephones - 033 22196797, Fax - 033 22194815 Email: skedilip@gmail.com Website: www.skcinfol.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company are given below :-)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Diagnostic Centre & Pathological Laboratory	86905	50.37
2.	Hospital Activities	86100	33.46
3.	Retail Pharmacy	47721	16.17

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

The Company does not have any Holding, Subsidiary and Associate Companies.

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**A) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	2496000	0	2496000	74.50	2496000	0	2496000	74.50	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0
d) Bodies corporate	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub-Total (A) (1)</b>	<b>2496000</b>	<b>0</b>	<b>2496000</b>	<b>74.50</b>	<b>2496000</b>	<b>0</b>	<b>2496000</b>	<b>74.50</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRIs-Individual	0	0	0	0	0	0	0	0	0
b) Other Individual	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter</b>									
<b>(A) = (A) (1) + (A) (2)</b>	<b>2496000</b>	<b>0</b>	<b>2496000</b>	<b>74.50</b>	<b>2496000</b>	<b>0</b>	<b>2496000</b>	<b>74.50</b>	<b>0</b>

<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt. (s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B) (1) :-</b>	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	58598	0	58598	1.75	50970	0	50970	1.52	(0.23)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	538424	60868	599292	17.89	545904	36635	582539	17.39	(0.50)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	184667	0	184667	5.51	203447	0	203447	6.07	0.56
c) Others (specify)									
Non Resident Indians	7341	0	7341	0.22	11442	0	11442	0.34	0.12
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
IEPF <sup>1</sup>	4602	0	4602	0.14	6102	0	6102	0.18	0.04
<b>Sub-total (B)(2):-</b>	793632	60868	854500	25.50	817865	36635	854500	25.50	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	793632	60868	854500	25.50	817865	36635	854500	25.50	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	3289632	60868	3350500	100.00	3313865	36635	3350500	100.00	0

<sup>1</sup> The voting rights on these shares shall remain frozen till the rightful owner claims the shares [Refer to Section 124 of the Companies Act, 2013.]

**B) Shareholding of Promoter**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	RAJESH GOENKA	329500	9.83	0	517500	15.45	0	5.61
2.	ASHOK KUMAR GOENKA	250000	7.46	0	250000	7.46	0	0.00
3.	RITU GOENKA	510000	15.22	0	510000	15.22	0	0.00
4.	SHRUTI GOENKA	65000	1.94	0	65000	1.94	0	0.00
5.	NAKUL GOENKA	40000	1.19	0	40000	1.19	0	0.00
6.	NEHA GOENKA	370000	11.04	0	370000	11.04	0	0.00
7.	VARSHA GOENKA	400000	11.94	0	400000	11.94	0	0.00
8.	KRISHNI DEVI GOENKA	343500	10.25	0	343500	10.25	0	0.00
9.	RAJESH GOENKA & OTHER HUF	188000	5.61	0	0	0	0	(5.61)
	TOTAL	2496000	74.50	0	2496000	74.50	0	0.00

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	RAJESH GOENKA At the beginning of the year Date wise Increase/decrease 29.03.2019/Reason – Inter-se Transfer At the end of the year	329500 188000 517500	9.83 5.61 15.45	329500 517500 517500	9.83 15.45 15.45
2.	ASHOK KUMAR GOENKA At the beginning of the year At the end of the year	250000 250000	7.46 7.46	250000 250000	7.46 7.46
3.	RITU GOENKA At the beginning of the year At the end of the year	510000 510000	15.22 15.22	510000 510000	15.22 15.22
4.	SHRUTI GOENKA At the beginning of the year At the end of the year	65000 65000	1.94 1.94	65000 65000	1.94 1.94
5.	NAKUL GOENKA At the beginning of the year At the end of the year	40000 40000	1.19 1.19	40000 40000	1.19 1.19
6.	NEHA GOENKA At the beginning of the year At the end of the year	370000 370000	11.04 11.04	370000 370000	11.04 11.04
7.	VARSHA GOENKA At the beginning of the year At the end of the year	400000 400000	11.94 11.94	400000 400000	11.94 11.94
8.	KRISHNI DEVI GOENKA At the beginning of the year At the end of the year	343500 343500	10.25 10.25	343500 343500	10.25 10.25
9.	RAJESH GOENKA & OTHERS HUF At the beginning of the year Date wise Increase / Decrease 29.03.2019/ Reason – Transfer At the end of the year	188000 188000 0	5.61 5.61 0	188000 0 0	5.61 0 0

**D) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SL.N o	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>VIJAYA KUMAR SHROFF</b> At the beginning of the year No Change during the year At the end of the year	51754 51754	1.54 1.54	51754 51754	1.54 1.54
2.	<b>JAYANTILAL</b> At the beginning of the year Date wise increase Date: 18.05.2018 Date: 25.05.2018 Date: 01.06.2018 Date: 27.07.2018 Date: 07.09.2018 Date: 28.09.2018 Date: 05.10.2018 Date: 12.10.2018 Date: 29.10.2018 Specify the reason for Increase- Acquired At the end of the year	19829 500 2149 500 1216 506 100 100 400 58 25358	0.59 0.01 0.06 0.01 0.04 0.02 0.00 0.00 0.01 0.00 0.75	19829 20329 22478 22978 24194 24700 24800 24900 25300 25358 25358	0.59 0.60 0.66 0.68 0.72 0.74 0.74 0.74 0.75 0.75 0.75
3.	<b>LALITHA SHROFF</b> At the beginning of the year No Change during the year At the end of the year	23821 23821	0.71 0.71	23821 23821	0.71 0.71
4.	<b>SHIV BHAGWAN PODDAR</b> At the beginning of the year No Change during the year At the end of the year	17598 17598	0.53 0.53	17598 17598	0.53 0.53
5.	<b>MANJU SHROFF</b> At the beginning of the year No Change during the year At the end of the year	14400 14400	0.43 0.43	14400 14400	0.43 0.43
6.	<b>LAKSHMIKANT SHROFF</b> At the beginning of the year No Change during the year At the end of the year	14400 14400	0.43 0.43	14400 14400	0.43 0.43
7.	<b>ANITA DEVI</b> At the beginning of the year Date wise Increase Date : 29.06.2018 Date : 02.11.2018 Date : 23.11.2018 Specify the reason for Increase- Acquired At the end of the year	10315 1000 1800 251 13366	0.31 0.03 0.05 0.00 0.39	10315 11315 13115 13366 13366	0.31 0.34 0.39 0.39 0.39
8.	<b>VANDANA K CHOKHAWALA</b> At the beginning of the year No Change during the year At the end of the year	12050 12050	0.36 0.36	12050 12050	0.36 0.36
9.	<b>ASHA GOENKA</b> At the beginning of the year No Change during the year At the end of the year	10365 10365	0.31 0.31	10365 10365	0.31 0.31

10.	<b>GUNVANTI PARASMAL MEHTA*</b> At the beginning of the year No Change during the year At the end of the year	10135 10135	0.30 0.30	10135 10135	0.30 0.30
11.	<b>NEETA BHAT#</b> At the beginning of the year Date wise Increase Date: 04.01.2019 Specify the reason for Increase - Acquired At the end of the year	7700 2500 10200	0.23 0.07 0.30	7700 10200 10200	0.23 0.30 0.30

\*ceased to be in the list of top 10 shareholders as on 31-03-2019. The same is reflected above since the shareholder was one of the top 10 shareholders as on 01-04-2018.

#Not in the list of top 10 shareholders as on 01-04-2018. The same has been reflected above since the shareholder was one of the top 10 shareholders as on 31-03-2019

**E) Shareholding of Directors and Key Managerial Personnel:**

Sr. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	RAJESH GOENKA	329500	9.83	517500	15.45
2.	NEHA GOENKA	370000	11.04	370000	11.04
3.	RAJ KUMAR BAJORIA	0	0	0	0
4.	JAGDISH CHAND KUMBHAT	3000	0.09	3000	0.09

**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	14847815	-	-	14847815
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	14847815	-	-	14847815
<b>Change in Indebtedness during the financial year</b>				
* Addition	233388934	-	-	233388934
* Reduction	234777129	-	-	234777129
<b>Net Change</b>	(1388195)	-	-	(1388195)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	13459620	-	-	13459620
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	13459620	-	-	13459620



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL -

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTd/ Manager	Total Amount
		Rajesh Goenka Whole-time-Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1464000	1464000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	1464000	1464000

### B. Remuneration to other directors

Name of Director	Sitting Fee	Salary & perks	Total
Mr.Jagdish Chand Kumbhat	24,000	N.A.	24,000
Mr.RajkumarBajoria	20,000	N.A.	20,000
Dr.Subash R. Kamath – resigned on 09.11.2018	12,000	N.A.	12,000
Ms.NehaGoenka	24,000	N.A.	24,000

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTd

Sr. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
			Dipak Kumar Shaw	Santosh Kumar Thakur	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	277060	577691	854751
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	277060	577691	854751

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no instances of any penalties/punishment/compounding of offences for the year ended 31<sup>st</sup> March, 2019

**S. RATH & CO.**  
**SAHADEB RATH.**  
**COMPANY SECRETARIES**

Office:- 31/1, Chatawala Lane  
2nd Floor, Room No.-209  
Kolkata-700012  
Phone:- ( O ) 033 22360745  
( M ) -9830363084  
Email:-sahadevrath@yahoo.co.in

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**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH , 2019**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
N G Industries Limited  
CIN-L74140WB1994PLC065937)  
37A, Dr. Meghnad Saha Sarani, First Floor,  
Kolkata - 700 029

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **N G Industries Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. On the basis of verification of the secretarial compliance and on the basis of secretarial audit of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and as shown to us during the said audit and also based on the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion and to the best of our understanding, the Company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We further report that preparation and maintenance of secretarial and other records and devising proper system to ensure compliance with provisions of applicable laws and regulations is the responsibility of the Management of the Company and our report constitutes an independent opinion. Our report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.

4. We have examined the secretarial compliance based on the books, papers, minute books, forms and returns filed and other records maintained by M/s. N G Industries Limited for the financial year ended on 31st March, 2019 to the extent applicable and as shown to us during our audit, according to the provisions of the following laws:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable to the Company during the Audit Period);
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;(Not Applicable to the Company during the Audit Period);
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ;(Not Applicable to the Company during the Audit Period);
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; ;(Not Applicable to the Company during the Audit Period);
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period);

(vi ) and other applicable laws :- Based on the representation given by the Management of the Company and compliance certificates issued by the respective Department Heads , it is observed that other than fiscal, labour and environmental laws which are generally applicable to all manufacturing/trading/service companies the following Laws/acts are also, inter alia specifically applicable to the business of the Company. It is also confirmed by the management that the company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

- a) The West Bengal Clinical Establishments (Regulations and Registration) Act , 2010.
- b) The Pre-Natal Diagnostic Technique Act & Rules made thereunder
- c) The Drugs and Cosmetics Act,1940.

5. We have also examined compliance with the applicable clauses of the following:

- 1. Secretarial Standards issued by The Institute of Company Secretaries of India.
- 2. The Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above .

- 6. We further report that, The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The change in the Board of Directors of the Company that took place during the period under review is in compliance with the provisions of the Act.
- 7. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 8. None of the Directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's views in the minutes.
- 9. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

10. We further report that during the audit period there were no specific events/actions which have any major bearing on the company's affairs.
11. This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

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

**Date : 29.05.2019**

**Place: Kolkata**

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

Secretarial Audit Report (Contd.)

**S. RATH & CO.**  
**SAHADEB RATH.**  
**COMPANY SECRETARIES**

**Office:- 31/1, Chatawala Lane**  
**2nd Floor, Room No.-209**  
**Kolkata-700012**  
**Phone:- ( O ) 033 22360745**  
**( M ) -9830363084**  
**Email:-sahadevrath@yahoo.co.in**

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**'Annexure A'**

(To the Secretarial Audit Report of M/s. N G Industries Limited for the financial year ended 31/03/2019)

To,  
The Members,  
N G Industries Limited  
CIN-L74140WB1994PLC065937)  
37A, Dr. Meghnad Saha Sarani, First Floor,  
Kolkata - 700 029

Our Secretarial Audit Report for the financial year ended 31/03/2019 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. We do not report on Financial laws like Tax Laws, Customs Act, Banking, Financial Transactions, default in repayment of any loans/ debts or deposits / interest thereon, if any as the same is either carried out by the Statutory Auditors/Internal Auditors, designated professional.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.



7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

**Date : 29.05.2019**

**Place: Kolkata**

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

## 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 Code of Governance:

N G Industries Ltd has over the years endeavored to follow practice of Corporate Governance. N G Industries Ltd's business objective and that of its management and employees is to provide world class Medical Services 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

As per the requirements of Corporate Governance the composition of Board of Directors is required to have combination of non-executive and independent Directors along with the executive Directors.

The Board of Directors of the Company includes eminent personalities from all walks of life.

#### Composition of Board of Directors:

The present strength of the Board is four Directors. The Board comprises of One Executive and three Non-Executive Directors. Of these three Non-Executive directors, two are Independent Directors.

Name of Director	Executive/ Non Executive/ Independent / Non Independent	No. of outside Directorship	Other Committees	
			Member	Chairman
Mr. Jagdish Chand Kumbhat	Non-Executive / Independent	3	-	-
Mr. Raj kumar Bajoria	Non-Executive / Independent	1	-	-
Mr. Rajesh Goenka	Executive / Non-Independent	2	1	-
Ms. Neha Goenka	Non-Executive / Non-Independent	0	-	-

#### Inter Director Relationship:

Mr. Rajesh Goenka – Father of Ms. Neha Goenka

Ms. Neha Goenka – Daughter of Mr. Rajesh Goenka

## N G INDUSTRIES LTD

### Attendance record of Directors:

Name of Director	No. of Board Meetings Held	Attended	Attended last AGM
Mr. Jagdish Chand Kumbhat	6	6	Yes
Mr. Rajkumar Bajoria	6	5	Yes
Mr. Rajesh Goenka	6	6	Yes
Dr. Subash R. Kamath – resigned on 09.11.2018	4	3	Yes
Ms. Neha Goenka	6	6	Yes

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

### No. of Board Meetings held during 2018-2019:

Total Six Meetings were held during the year 2018-2019. The dates on which the said Meetings were held are as follows:

29 <sup>th</sup> May, 2018	12 <sup>th</sup> October, 2018	14 <sup>th</sup> February, 2019
13 <sup>th</sup> August, 2018	9 <sup>th</sup> November, 2018	30 <sup>th</sup> March, 2019

Separate meeting of Independent directors was held on 29<sup>th</sup> May, 2018.

### Details of Directors being appointed/re-appointed (Brief profile)

Name of Director	Ms. Neha Goenka
Date of Birth	12.06.1993
Qualification	B.Com
Experience	9 years in Accounts and Front Office Management
List of other Companies in which Directorship held as on 31.03.2019	None
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director as on 31.03.2019	None
Shareholding in Company	370000

Updated Profile of entire Board has been put up on Company's website ([www.ngind.com](http://www.ngind.com)).

### 3. Code of Conduct

The Company has adopted a code of conduct for the Board of Directors and Senior Management Personnel of the Company and all of them have affirmed compliance of the same.

### 4. Audit Committee

The Company has constituted an Audit Committee comprising of Mr. Jagdish Chand Kumbhat, non-executive and independent Director, Mr. Rajkumar Bajoria, non-executive and independent Director and Mr. Rajesh Goenka, executive and non-independent Director, Mr. Jagdish Chand Kumbhat being the Chairman of the Committee.

Out of the above, Mr. Jagdish Chand Kumbhat and Mr. Rajkumar Bajoria are highly experienced in accounting and financial aspects as well as Corporate laws.

## **N G INDUSTRIES LTD**

### **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 Company 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 management before submission to the Board; reviewing the adequacy of internal control systems with 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 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 2018-2019 The Audit Committee Meetings were held on 29.05.2018, 13.08.2018, 9.11.2018 & 14.02.2019.

Name of Director	No. of Meetings attended
Mr. Jagdish Chand Kumbhat	4
Mr. Raj kumar Bajoria	4
Dr. Subash Ravalnath Kamath – resigned on 09.11.2018	3
Mr. Rajesh Goenka	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 2018-2019.

### **7. Stakeholders Relationship Committee**

The earlier Share Transfer/Investors grievances committee has been designated as Stakeholders Relationship Committee.

Stakeholders Relationship Committee comprises of Mr. Jagdish Chand Kumbhat, Independent Director as Chairman and Mr. Raj Kumar Bajoria and Mr. Rajesh Goenka, as Members of the Committees.

The company constituted the Stakeholders Relationship committee to oversee the redressal of shareholders' and investors' grievances including complaints related to transfer/transmission of shares, non-receipt of annual report and non-receipt of dividend, Issue of duplicate share certificate, Sub-division, oversee Registrar performance, ensure compliance to relevant codes adopted by the Board.

The Company has adopted Codes as prescribed under SEBI (Prohibition of Insider Trading) Amendments Regulations 2018 and has approved Mr. Dipak Kumar Shaw –Company secretary to act as Compliance Officer/ Chief Investor Relations Officer as set out therein. The Codes are posted on the Company's website.

The Committee has periodic interaction with the representatives of the Registrar and Transfer Agent of the Company. During the year 2018-19, Securities and Exchange Board of India, the capital market regulator had issued guidelines and undertook a number of measures for raising Industry standards for Registrar and Transfer Agent to facilitate effective shareholder service. In order to ensure this compliance, the Company had invited the Registrar and Transfer Agent to join the Committee meeting to share the actions taken on the same.

## **N G INDUSTRIES LTD**

### **Stakeholders Relationship Committee Meetings and attendance during the year**

During 2018-2019 The Stakeholders Relationship Committee Meetings were held on 09.10.2018, 26.10.2018, 11.12.2018.

Name of Director	No. of Meetings attended
Mr. Jagdish Chand Kumbhat	3
Mr. Raj Kumar Bajoria	3
Mr. Rajesh Goenka	3

No complaints was received during the year under review, out of which, none were pending as on 31st March, 2019.

### **8. Nomination & Remuneration Committee**

#### **Terms of reference**

The functions of the committee include recommending appointments of Directors, senior members of management, framing evaluation criteria of performance of whole time /independent directors, and that of the board, recommending remuneration policies for directors and senior members of management to the board.

#### **Composition**

The Committee is comprising of three Directors, Mr. Rajkumar Bajoria, Independent Director as Chairman, Mr. Jagdish Chand Kumbhat and Ms. Neha Goenka as Members of the Committee

During the Financial Year 2018-19, the Committee met three times on 29.05.2018, 14.02.2019 and 30.03.2019.

Name of Director	No. of Meetings attended
Mr. Raj Kumar Bajoria	3
Mr. Jagdish Chand Kumbhat	3
Dr. Subash Ravalnath Kamath – resigned on 09.11.2018	1
Ms. Neha Goenka	2

#### **Policy/Criteria for Director appointment**

Policy for Director appointment has been framed based on broad principles for composition of the board for vacancies arising from time to time. Committee will consider while recommending a candidature of a director the knowledge of the field of the company's activity, fit and proper credentials of the candidate, eligibility of candidate in terms of laws & regulations in force, contribution to board diversity, potential of candidate to give adequate time & attend all meetings, contribute to guiding the company, have a stable tenure on board .

#### **Director Remuneration Policy**

The Company's Director Remuneration Policy as considered and recommended by the Nomination Committee and approved by the board is as follows:

A) The non-executive & non Independent Directors as well as non-executive Chairman will not be entitled to any remuneration except for Director sitting fees.

B) Independent Directors will enjoy benefits as spelled out in their appointment letters, copy of which are available on the Company's website as Draft Appointment Letter -Independent Directors at [http://ngind.com/policies\\_codes.php](http://ngind.com/policies_codes.php).

C) Executive – Whole-time Directors terms are as approved by Shareholders in the 24<sup>th</sup> AGM of the Company are detailed in the Annual report 2017-18.

## **N G INDUSTRIES LTD**

D) Remuneration as well as revision of remuneration of senior management employees will be approved by the Nomination & Remuneration Committee based on the individual potential to contribute to the Company, qualifications and experience as well as compatibility with remuneration levels for personnel in similar positions in organizations of comparable size in the city.

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 remuneration paid to the Directors are mentioned below:-

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

Name of Director	Sitting fee	Salary & perks	Total
Mr.Jagdish Chand Kumbhat	24,000	N.A	24,000
Mr.Rajkumar Bajoria	20,000	N.A	20,000
Mr.Rajesh Goenka	N.A	1464000	1464000
Dr.Subash R. Kamath – resigned on 09.11.2018	12,000	N.A	12,000
Ms. Neha Goenka	24,000	N.A	24,000

The Company does not have any stock option scheme.

The present appointment of Mr. Rajesh Goenka is from 1<sup>st</sup> September 2018 to 31<sup>st</sup> August, 2021. The Board has recommended the re-appointment of Mr. Rajesh Goenka as Whole-time Director of the Company for a period of three years from 01.09.2018 to 31.08.2021 which has been approved by the shareholders of the Company in 24<sup>th</sup> AGM of the Company.

### **Performance evaluation of the board and directors**

Nomination and remuneration committee has put in place an evaluation framework for evaluation of the Board, Directors and chairman. The board also carries out an evaluation of the various committees. The evaluation of committees is based on the assessment of the compliance with the terms of reference of the same. Evaluation criteria of Independent directors is based on assessment of their fulfilment of responsibilities as set out in their letter of appointment and basically covers their participation, contribution and offering guidance to and understanding of the areas which are relevant to them in their capacity as members of the board. Evaluation of Chairman is based on leadership and board management qualities to bring out the best from the team over time, to fulfil the objectives of the Company. Evaluation of the Whole time director is done based on interactive session with all members, wherein a presentation is given to the board annually on role played by them individually and their contribution to the Company. Evaluation criteria of non-executive non-independent directors is based on assessment of their fulfilment of responsibilities as set out under the law applicable and basically covers their participation, contribution and offering guidance to and understanding of the areas which are relevant to them in their capacity as members of the board. Separate meeting of Independent Directors is held to evaluate and review the performance of Non-Independent Directors and the Board as a whole & the performance of the Chairperson of the Company taking into account, views of executive and non-executive directors as well as above criteria.



## **N G INDUSTRIES LTD**

### **9. Board Meetings and Procedures**

The Board of Directors met for **six** times during the year as mentioned in the beginning. The Agenda papers were sent to all the Directors well in advance for each Meeting and the management presented before the Board all statutory and other important items as recommended by the SEBI Committee including operational plans matters relating to work force and details of risk exposures etc.

The Company has adopted a 'Board Familiarisation Plan' for all Board members and details of the same are posted on the Company's website and can be accessed at [http://ngind.com/policies\\_codes.php](http://ngind.com/policies_codes.php)

### **10. Details of General Meetings**

**Details of last three Annual General Meetings and the summary of specials Resolutions passed therein are as under:**

Year	Location	Date & Time	Special Resolutions passed
2015-2016	Community Hall, Jay Jayanti Building 2A, Mandeville Gardens, Kolkata-700 019	24.09.2016 10.30 A.M.	Adoption of newly substituted Articles of Association
2016-2017	1 <sup>st</sup> Floor, 37A Dr Meghnad Saha Sarani, Kolkata-700 029	23.09.2017 10.30 A.M.	No Special Resolutions were passed in this meeting
2017-2018	1 <sup>st</sup> Floor, 37A Dr Meghnad Saha Sarani, Kolkata-700 029	22.09.2018 10.30 A.M.	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 the past three years and no resolution was put through postal ballot.

### **11. 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, 2019 was placed before the Board of Directors of the Company in its meeting held on May 29, 2019. Copy of the same are annexed hereto in this Report.

### **12. Disclosures**

a) The Company had no materially significant related party transactions, which was considered to have conflict with the interest of the Company at large. The Company has adopted a Policy on materiality of dealing with related party transactions and same is posted on the Company's website and can be accessed through the link [http://ngind.com/policies\\_codes.php](http://ngind.com/policies_codes.php).

b) There has not been any non-compliance, penalties or strictures imposed on the Company by the Stock Exchange, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.

c) The Company has complied with all the applicable mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d) The Company has adopted a Whistle Blower Policy and confirms that no person has been denied access to the Chairperson of the Audit Committee.

e) 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.

### 13. Means of Communication

**Quarterly Results** Quarterly Results were published in The Financial Express and Lottery Sambad and also informed to all the Stock Exchanges where the Shares are listed through portal upload/ email/hand delivery.

Half Yearly Results	Half Yearly Results were published in The Financial Express and Lottery Sambat and also informed to all the Stock Exchanges where the Shares are listed through portal upload/ email/hand delivery.
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b) Official News release	Not Issued
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c) Presentation to Institutional Investors	Not done.
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d) Management Discussion Analysis Report forms part of the Directors Report.

e) BSE Corporate Compliance & Listing Centre/ SEBI Compliance Redress System-All compliances filed.

**a) Annual General Meeting:**

<b>Date and time</b>	: Saturday, 21 <sup>st</sup> September, 2019 at 10.30 a.m.
<b>Venue</b>	: 1 <sup>st</sup> Floor, 37A Dr Meghnad Saha Sarani, Kolkata -700029.
<b>Last date of receipt of Proxy Forms</b>	: Thursday 19 <sup>th</sup> September, 2019 before 10.30 a.m. at the registered office of the Company

**b) Date of Book Closure** : Saturday, 14th September, 2019 to Saturday, 21<sup>st</sup> September, 2019 (both days inclusive)

**c) Dividend payment Date** : On or before 20<sup>th</sup> October, 2019. Payment of Dividend is subject to the approval of the members of the Company at the forthcoming Annual General Meeting.

**d) Listing at Stock Exchanges** : The Company's Equity Shares are listed at the following Stock Exchanges :

1. The Calcutta Stock Exchange Ltd.
2. BSE Ltd.

Listing Fee for the year 2018-2019 has been paid to the Stock Exchange(s) within the stipulated time.

e) **Stock Code Physical** : 1. The Calcutta Stock Exchange Ltd. Code – 10024075  
2. BSE Ltd. Code – 530897

f) Demat ISIN Number for NSDL & CDSL : INE825C01018

**g) Website** : The Company has put up a website [www.ngind.com](http://www.ngind.com) with all information for shareholders.

**h) Registrar and Share Transfer Agent** : S.K. Infosolutions Pvt. Ltd.  
34/ 1A, Sudhir Chatterjee Street, Kolkata – 700006  
Phone: 033 2219 6797 Fax: 033 2219 4815  
Email: skcdilip@gmail.com

## N G INDUSTRIES LTD

### i) Stock Market Data

The month wise High & Low quotations of the Shares Traded during April, 2018 to March, 2019 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, 2018	-	-	-	81.55	75.00	4,305
May, 2018	-	-	-	81.85	71.25	13,041
June, 2018	-	-	-	84.90	71.05	15,114
July, 2018	-	-	-	79.00	70.00	10,838
August, 2018	-	-	-	77.40	70.50	17,993
September, 2018	-	-	-	77.40	65.25	20,150
October, 2018	-	-	-	73.50	62.00	10,784
November, 2018	-	-	-	71.25	63.70	4162
December, 2018	-	-	-	71.90	60.10	6,715
January , 2019	-	-	-	70.00	61.10	3,994
February, 2019	-	-	-	65.00	55.00	7,637
March, 2019	-	-	-	64.50	58.15	7641
Total			-			1,22,374

## N G INDUSTRIES LTD

### j) a) Shareholding pattern as on 31st March, 2019

Sl No.	Category	No of Shares (Issued Equity)	Percentage
1	Promoters	2496000	74.50
2	Indian Financial Institutions, Bank, Mutual Funds	-	-
3	Foreign Institutions Investors/ NRIs	11442	0.34
4	Others	843058	25.16
	Total	3350500	100.00

### b) Distribution of Shareholding as on 31st March, 2019

Shareholding of nominal Value of Rs.	Shareholders Folios		No. of Shares	
	No. of Shareholders	Total (%)	No. of Equity Shares	Total (%)
Upto - 5000	1133	81.10	156030	4.66
5010 - 10000	109	7.80	84617	2.53
10010 - 20000	57	4.08	87147	2.60
20010 - 30000	32	2.29	81442	2.43
30010 - 40000	16	1.15	54515	1.63
40010 - 50000	13	0.93	58994	1.76
50010 - 100000	17	1.22	128308	3.83
100010 - 500000	13	0.93	243447	7.26
500010 - 1000000	1	0.07	65000	1.94
1000010 and above	6	0.43	2391000	71.36
Total	1397	100.00	3350500	100.00

### c) 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.

## **N G INDUSTRIES LTD**

**k) 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.

- l) 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

### **m) 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. Upto 31st March, 2019 – 3313865 Shares representing 98.91% 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 share holding has been dematerialized.

### **n) Tentative Calendar for financial year ending 31<sup>st</sup> March, 2020**

Financial reporting for the first quarter	Week before 15 <sup>th</sup> August, 2019
Financial reporting for the second quarter	Week before 15 <sup>th</sup> November, 2019
Financial reporting for the third quarter	Week before 15 <sup>th</sup> February, 2020
Financial reporting for the fourth quarter and yearly	Last week of May, 2020
Annual General Meeting for the year ending 31st March, 2020	Last week of September, 2020

### **o) Investors correspondence may be addressed to**

S.K. Infosolutions Pvt. Ltd.  
34/1A, Sudhir Chatterjee Street, Kolkata – 700006, Tel: 2219 6797, email : skcdilip@gmail.com

Or

Secretarial Department, N G Industries Ltd  
1st Floor, 37A, Dr. Meghnad Saha Sarani, Kolkata – 700029, Tel: 033 2419 7542  
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.

### **p) Declaration by the Whole-time-Director on the Code of Conduct**

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I, 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 2018-2019.

Kolkata  
29th day of May, 2019

Rajesh Goenka  
Chairman & Whole-time-Director  
**DIN:00157319**

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

The Board of Directors  
N G Industries Ltd  
Kolkata

**Re : Financial Statements for the Financial Year 2018-2019 Certification by Whole-time-Director & CFO**

We, Rajesh Goenka, Whole-time-Director and Santosh Kumar Thakur, CFO of N G Industries Ltd, on the basis of the review of the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2019 and to the best of our knowledge and belief, hereby certify that:-

1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs, and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended 31<sup>st</sup> March, 2019 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 : 29<sup>th</sup> Day of May, 2019

Rajesh Goenka  
Whole-time-Director  
(DIN:00157319)

Santosh Kumar Thakur  
Chief Financial Officer



Pushpendra Jain & Co.  
Chartered Accountants

50/3/5/1 Jogendra Basak Road  
Baranagar, Kolkata 700036

Phone : 9831080154

email : pkjnca@gmail.com



**AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to:**

To  
The Members of  
N G INDUSTRIES LTD

We have examined the compliance of the conditions of Corporate Governance by N G Industries Ltd during the year ended 31st March, 2019 as stipulated in the listing agreement of the said Company with Stock Exchange of India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing Agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2019 no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the stakeholder Relationship Committee.

We further state that such compliance is neither an assurance as to the viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Pushpendra Jain & Co.  
Firm Regn. No 320233E  
Chartered Accountants

Kolkata  
29th May 2019

(P. K. Jain)  
(Proprietor)  
(M No. 055400)



## **INDEPENDENT AUDITOR'S REPORT**

To the Members of **N G INDUSTRIES LTD**

### **Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of N G INDUSTRIES LTD ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.





If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendment Rules, 2016;

(e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.



**Pushpendra Jain & Co.**  
**Chartered Accountants**

50/3/5/1 Jogendra Basak Road  
Baranagar, Kolkata 700036

Phone : 9831080154

email : pkjnca@gmail.com



(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended :

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company does not have any pending litigations which would impact its financial position.
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Pushpendra Jain & Co.  
Firm Regn. No 320233E  
Chartered Accountants

Kolkata  
29th May 2019

(P. K. Jain)  
(Proprietor)  
(M No. 055400)



**Annexure 1 referred to in paragraph 1 of the section on “Report on other legal and regulatory requirements” of our report of even date  
To the Members of N G Industries Ltd**

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) As explained to us the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed/ transfer deed/ conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings are held in the name of the Company as at the balance sheet date

2. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013

4. According to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.

5. According to the information and explanations given to us, the Company has not accepted any deposits from the public and accordingly paragraph 3 (v) of the order is not applicable.

6. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that prima-facie the prescribed records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.

7. According to the information and explanations given to us in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it, with the appropriate authorities during the year. There are no undisputed statutory dues which were outstanding as at the year ended on 31st March, 2019 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are dues of income tax which have not been deposited as on 31st March, 2019 on account of disputes as given below:-

**Pushpendra Jain & Co.**  
**Chartered Accountants**

50/3/5/1 Jogendra Basak Road  
Baranagar, Kolkata 700036

Phone : 9831080154

email : pkjnca@gmail.com



Name of Statute	Nature of Dues	Amount in ₹	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	₹ 6,82,140	AY 2014-15	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	₹ 3,76,470	AY 2013-14	Commissioner of Income Tax (Appeals)

8. According to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks or Government. There were no borrowings from debentures.

9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or Term Loans.

10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our Audit.

11. According to the information and explanations given to us, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act

12. The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.

13. According to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements. as required by the applicable accounting standards.

14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.

15. According to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of clause 3(xv) of the Order are not applicable to company.

16. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For Pushpendra Jain & Co.  
Firm Regn. No 320233E  
Chartered Accountants

Kolkata  
29th May 2019

(P. K. Jain)  
(Proprietor)  
(M No. 055400)





## **Annexure – 2 to the Independent Auditors' Report**

Referred to in Paragraph 2(f) under the heading of "Report On Other Legal And Regulatory Requirements" of our report of even date

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")**

We have audited the internal financial controls over financial reporting of N G Industries Ltd ('the Company') as of 31st March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

**Pushpendra Jain & Co.  
Chartered Accountants**

50/3/5/1 Jogendra Basak Road  
Baranagar, Kolkata 700036

Phone : 9831080154

email : pkjnca@gmail.com



(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Pushpendra Jain & Co.  
Firm Regn. No 320233E  
Chartered Accountants

Kolkata  
29th May 2019

(P. K. Jain)  
(Proprietor)  
(M No. 055400)

**N G INDUSTRIES LTD**  
**Balance Sheet as at 31st March, 2019**

Particulars	Note No.	As at 31st March, 2019		As at 31st March, 2018	
		Rs.	Rs.	Rs.	Rs.
<b>ASSETS</b>					
<b>(1) Non-current assets</b>					
(a) Property, Plant and Equipment	4		51,591,701		49,557,069
(b) <u>Financial Assets</u>					
(i) Investments	5	33,701,900		42,431,510	
(ii) Loans & Advances	6	452,723		407,414	
(iii) Security Deposits		1,080,344	35,234,967	9,746,114	52,585,038
(c) Deferred tax assets (net)	7		18,258,554		16,330,961
<b>(2) Current assets</b>					
(a) Inventories	8		6,930,020		7,538,199
(b) <u>Financial Assets</u>					
(i) Trade receivables	9	5,230,644		4,633,716	
(ii) Cash and cash equivalents	10	5,334,373		3,576,358	
(iii) Bank balances other than (ii) above	10	403,717		396,927	
(iv) Advances Recoverable in Cash or in Kind	11	2,045,946	13,014,680	1,345,034	9,952,035
<b>Total Assets</b>			<b>125,029,922</b>		<b>135,963,302</b>
<b>EQUITY AND LIABILITIES</b>					
<b>(1) Equity</b>					
(a) Equity Share Capital	12		33,505,000		33,505,000
(b) Other Equity	13		76,226,152		84,982,291
<b>(2) LIABILITIES</b>					
<b>Current liabilities</b>					
(a) <u>Financial Liabilities</u>					
(i) Borrowings	14	13,459,619		14,847,815	
(ii) Security Deposits		150,617	13,610,236	157,205	15,005,020
(b) Other current liabilities	15		1,688,534		1,850,992
(c) Provisions	16		-		619,999
<b>Total Equity and Liabilities</b>			<b>125,029,922</b>		<b>135,963,302</b>
			-		-

See accompanying note nos. 1 to 31 forming part of the financial statements

In terms of our report of even date

For Pushpendra Jain & Co.  
Firm Regn. No. 320233E  
Chartered Accountants

(P K Jain)  
Proprietor  
Membership No. 055400

Rajesh Goenka  
Chairman & Whole-time-Director  
(DIN:00157319)

Neha Goenka  
Director  
(DIN:05215437)

Santosh Kumar Thakur  
Chief Financial Officer

Place : Kolkata  
Date : 29th day of May, 2019

Dipak Kumar Shaw  
Company Secretary

# N G INDUSTRIES LTD

## Statement of Profit and Loss for the year ended 31st March, 2019

Particulars	Note No.	For the Year ended 31st March, 2019		For the Year ended 31st March, 2018	
		Rs.	Rs.	Rs.	Rs.
I Revenue From Operations	17		176,666,447		173,632,827
II Other Income	18		(3,397,576)		(2,340,986)
<b>III Total Income (I+II)</b>			<b>173,268,871</b>		<b>171,291,841</b>
IV EXPENSES					
Cost of materials consumed	19		47,383,784		46,994,686
Employee benefits expense	20		15,326,088		14,319,326
Finance costs	21		1,013,493		68,111
Depreciation and amortization expense	4		5,716,457		5,973,880
Other expenses	22		86,530,425		82,542,139
<b>Total expenses (IV)</b>			<b>155,970,247</b>		<b>149,898,142</b>
V Profit/(loss) before Tax (III-IV)			17,298,624		21,393,699
VI Tax expense:					
(1) Current tax		5,716,000		6,675,000	
(2) Deferred tax		333,933		701,885	
(3) Income Tax Adjustments for Earlier Years		-	6,049,933	(57,531)	7,319,354
<b>VII Profit/(loss) for the period</b>			<b>11,248,691</b>		<b>14,074,345</b>
VIII Other Comprehensive Income					
A (i) Items that will not be reclassified to profit or loss			(8,129,139)		(6,392,617)
(ii) Income tax relating to items that will not be reclassified to profit or loss			2,261,526		1,761,326
B (i) Items that will be reclassified to profit or loss			-		-
(ii) Income tax relating to items that will be reclassified to profit or loss			-		-
Total Other comprehensive income/(loss) for the year			(5,867,613)		(4,631,291)
<b>IX Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>			<b>5,381,078</b>		<b>9,443,054</b>
X Earnings per equity share (for continuing operation):					
(1) Basic & Diluted	23		3.36		4.20

See accompanying note nos. 1 to 31 forming part of the financial statements

**For and on behalf of Board of Directors**

In terms of our report of even date

For Pushpendra Jain & Co.  
Firm Regn. No. 320233E  
Chartered Accountants

(P K Jain)  
Proprietor  
Membership No. 055400

Rajesh Goenka  
Chairman & Whole-time-Director  
(DIN:00157319)

Neha Goenka  
Director  
(DIN:05215437)

Santosh Kumar Thakur  
Chief Financial Officer

Place : Kolkata  
Date : 29th day of May, 2019

Dipak Kumar Shaw  
Company Secretary

# **N G INDUSTRIES LTD**

## **STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019**

A. Equity Share Capital	As at 31st March, 2019		As at 31st March, 2018	
	Nos of Shares	Rs.	Nos of Shares	Rs.
Balance at the beginning of the reporting period	3350500	33,505,000	3350500	33,505,000
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	<b>3350500</b>	<b>33,505,000</b>	<b>3350500</b>	<b>33,505,000</b>

B. Other Equity	Reserves and Surplus			Others OCI	OCI	Total
	Capital Reserve	General Reserve	Retained Earnings			
Balance as at 01.04.2017	-	33,032,515	56,620,762			89,653,277
Changes in accounting policy or prior period errors						-
Restated balance at the beginning of the reporting period						-
Transfer From retained earnings		-				-
Total Comprehensive Income for the year						-
Net profit after tax for the year			9,443,054			9,443,054
Dividends			(11,726,750)			(11,726,750)
Dividend Distribution Tax			(2,387,290)			(2,387,290)
Transfer to General Reserve			-			-
<b>Balance as at 31.03.2018</b>		<b>33,032,515</b>	<b>51,949,776</b>	-	-	<b>84,982,291</b>

	Reserves and Surplus			Others OCI	OCI	Total
	Capital Reserve	General Reserve	Retained Earnings			
Balance as at 01.04.2018	-	33,032,515	51,949,776			84,982,291
Changes in accounting policy or prior period errors						-
Restated balance at the beginning of the reporting period						-
Transfer From retained earnings		-				-
Total Comprehensive Income for the year						-
Net profit after tax for the year			5,381,078			5,381,078
Dividends			(11,726,750)			(11,726,750)
Dividend Distribution Tax			(2,410,467)			(2,410,467)
Transfer to General Reserve			-			-
<b>Balance as at 31.03.2019</b>		<b>33,032,515</b>	<b>43,193,637</b>	-	-	<b>76,226,152</b>



**N G INDUSTRIES LTD**

**Cash Flow Statement for the Year ended 31st March, 2019**

(Amount in Rs.)

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
<b>A Cash flow from operating activities</b>		
Profit/(loss) before tax	17,298,624	21,393,699
Adjusted for :-		
- Depreciation and amortisation expense	5,716,457	5,973,880
- Interest Income	(1,250,535)	(1,250,862)
- Finance cost	1,013,493	68,111
- (Profit)/loss on sale of Investments	4,778,337	3,626,343
- Interest on Income Tax	62	500
- (Profit)/loss on sale of property, plant and equipment (net)	31,557	48,799
- Dividend Income	(160,000)	(80,000)
Operating profit/(loss) before working capital changes	27,427,995	29,780,470
Adjusted for : Working Capital		
- (Increase)/Decrease in trade receivables	(596,928)	(407,692)
- (Increase)/Decrease in inventories	608,179	839,071
- (Increase)/Decrease in other assets	8,842,935	(163,750)
- Increase/(Decrease) in other liabilities	(179,748)	393,144
Cash generated from operations	36,102,433	30,441,243
Net Income taxes (paid) / refunds	(6,944,135)	(6,146,326)
<b>Net cash from operating activities</b>	<b>29,158,298</b>	<b>24,294,917</b>
<b>B Cash flow from investing activities</b>		
Capital expenditure on property, plant and equipments including capital advances	(7,792,645)	(6,596,332)
Sale of property, plant and equipments	10,000	25,000
Purchases of investments	(4,807,720)	(98,499,665)
Sale of investments	318,453	88,760,925
Interest Income	1,250,535	1,250,862
Dividend Income	160,000	80,000
<b>Net cash used in investing activities</b>	<b>(10,861,377)</b>	<b>(14,979,210)</b>
<b>C Cash flow from financing activities</b>		
Interest paid	(1,013,493)	(68,111)
Repayment of short-term borrowings	(1,388,196)	(4,236,234)
Payment of Dividend & Dividend Tax	(14,130,427)	(14,093,096)
<b>Net cash used in financing activities</b>	<b>(16,532,116)</b>	<b>(18,397,441)</b>
Net (decrease) / increase in cash and cash equivalents	1,764,805	(9,081,734)
Cash and cash equivalents as at the beginning of the year	3,973,285	13,055,019
<b>Cash and cash equivalents as at the end of the year</b>	<b>5,738,090</b>	<b>3,973,285</b>

See accompanying note nos. 1 to 31 forming part of the financial statements

**For and on behalf of Board of Directors**

In terms of our report of even date

For Pushpendra Jain & Co.  
Firm Regn. No. 320233E  
Chartered Accountants

(P K Jain)  
Proprietor  
Membership No. 055400

Rajesh Goenka  
Chairman & Whole-time-Director  
(DIN:00157319)

Neha Goenka  
Director  
(DIN:05215437)

Santosh Kumar Thakur  
Chief Financial Officer

Place : Kolkata  
Date : 29th day of May, 2019

Dipak Kumar Shaw  
Company Secretary

## **N G INDUSTRIES LTD**

### **Notes Forming Part of the Standalone Financial Statements for the year ended 31st March, 2019**

#### **1 Reporting Entity**

"N G Industries Ltd" The Company has been incorporated under the provisions of Indian Companies Act 1956 on 17th November 1994 and engaged in medical services through its divisions popularly known as N G Medicare & Calcutta Hope Infertility Clinic, N G Nursing Home and N G Pharmacy. The registered office of the Company is located at 1st Floor, 37A Dr Meghnad Saha Sarani, Kolkata 700029. The Company's equity shares are listed on the Bombay Stock Exchange (BSE) and Calcutta Stock Exchange Limited (CSE) in India.

#### **2 Basis of preparation of Financial Statements**

##### **(a) Basis of preparation and compliance with Ind AS**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

The standalone financial statements were authorised for issue by the Company's Board of Directors on 29th May 2019.

Details of the Company's accounting policies are included in Note 3.

##### **(b) Functional and presentation currency**

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency. All financial information presented in Rupees

##### **(c) Basis of measurement**

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind ASs.

Unless otherwise stated all income and expenditure are accounted for on accrual basis.

##### **(d) Measurement of fair values**

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).



When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement

### 3 Significant accounting policies

The Company has applied following accounting policies to all periods presented in the Ind AS Financial Statement

#### (a) Revenue Recognition

Revenue (income) is recognised when no significant uncertainty as to determination/ realisation exists

Revenue from sale of goods and services rendered is recognized upon passage of title and rendering of services and, unless otherwise stated, is measured at the fair value of the consideration received or receivable inclusive of applicable taxes & duties

Interest Income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

#### (b) Property, Plant and Equipment

##### (i) Recognition and measurement :-

Items of property, plant and equipment, are measured at their original cost, net of Cenvat/GST, less accumulated depreciation. Additions include purchase cost, freight, duties and other expenses wherever incurred for acquisition and installation

Fixed Assets retired from active use are valued at net realisable value.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized within other income/other expenses in statement of profit and loss

##### (ii) Subsequent expenditure :-

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company

##### (iii) Transition to Ind AS :-

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as on 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment

##### (iv) Depreciation :-

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value using straight-line method over estimated useful life and in the manner specified in schedule II of the Companies Act, 2013. Depreciation is calculated on pro-rata basis on additions and deletions of fixed assets during the year.

**(c) Investment property**

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

**(d) Impairment of assets**

An item of property, plant and equipment is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognised in a prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**(e) Inventories**

Inventories of medical consumables, drugs, and stores and spares are valued at lower of cost or net realizable value. Cost is determined on weighted average basis. Net realizable value represents the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**(f) Earnings per share**

Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders, by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all diluted potential equity shares.

**(g) Taxation**

Tax expense comprises of current and deferred tax.

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

Provision for Income Tax comprises of current tax and deferred tax charge. Deferred tax is recognized subject to the consideration of Prudence, on timing differences, being difference between taxable and accounting income/expenditure that originate in one period and are capable of reversal in one or more subsequent periods.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India.

**(h) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

(i) **Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(j) **Cash Flow Statement**

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information

(k) **Use of Estimates and Judgements**

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are elaborated in note no. 31.

(l) **Segment Reporting**

The Company is primarily engaged in the business of healthcare services which is the only reportable business segment as per Ind AS 108 'Operating Segments'. Healthcare services include various patient services delivered through clinical establishment, medical service companies, pathology and radiology services etc. The Company's business activity primarily falls within a single geographical segment.

(m) **Provisions, contingent liabilities and Contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are neither recognised nor disclosed in the financial statements.

**(n) Financial Instrument**

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same as at fair value through other comprehensive income (FVTOCI).

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety fair value,

**(o) Employee benefits**

**(i) Short-term employee benefits :-**

All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. and are recognised as expenses in the period in which the employee renders the related service and measured accordingly.

**(ii) Post-employment benefits :**

Post employment benefit plans are classified into defined benefits plans and defined contribution plans as under :-

**Gratuity** :- The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The liability in respect of Gratuity, is recognised in the books of accounts based on actuarial valuation by an independent actuary. The gratuity liability for certain employees of the Company is funded with Life Insurance Corporation of India.

**Provident Fund** :- The Company makes contributions to statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952. Provident Fund is a defined benefit scheme the contribution of which is being deposited with Regional Provident Fund Commissioner. Company's contribution to the provident fund is charged to Statement of Profit and Loss.

**N G INDUSTRIES LTD**

**Notes to Financial statements for the year ended 31st March, 2019**

**Note 4 - Property, Plant and Equipment**

Particulars	Gross Block			Accumulated Depreciation			Net Block	
	As at 1st April 2018	Additions/ Adjustments	Deductions/ Adjustments	As at 31st March 2019	As at 1st April 2018	Charges for the Year	As at 31st March 2019	As at 31st March 2018
<b>Tangible Assets</b>								
(a) Land & Buildings (Previous year)	52,182,734	5,234,419	-	57,417,153	20,679,334	1,452,343	35,285,476	31,503,400
(b) Airconditioners and Refrigerators (Previous year)	50,409,075	1,773,659	-	52,182,734	19,294,288	1,385,046	31,503,400	31,114,787
(c) Computers & Printers (Previous year)	4,061,275	654,990	-	4,716,265	3,000,215	200,609	1,515,441	1,061,060
(d) Furniture and Fixtures (Previous year)	3,975,275	86,000	-	4,061,275	2,768,990	231,225	1,061,060	1,206,285
(e) Vehicles (Previous year)	7,228,833	891,099	-	8,119,932	5,938,044	606,022	1,575,866	1,290,789
(f) Electrical & Office equipments (Previous year)	6,433,600	795,233	-	7,228,833	5,317,704	620,340	1,290,789	1,115,896
(g) Medical Equipments (Previous year)	19,686,166	88,568	-	19,774,734	17,455,802	521,663	1,797,269	2,230,364
(h) Fire Safety Equipments (Previous year)	19,436,028	250,138	-	19,686,166	16,800,239	655,563	2,230,364	2,635,789
TOTAL	1,538,841	-	381,582	1,157,259	853,560	205,309	438,416	685,281
	1,520,766	502,855	484,780	1,538,841	1,158,724	105,817	685,281	362,042
	8,864,314	266,319	-	9,130,633	6,660,528	580,530	1,889,575	2,203,786
	8,500,642	363,672	-	8,864,314	5,997,873	662,655	2,203,786	2,502,769
	45,529,519	344,718	-	45,874,237	35,416,316	2,023,536	8,434,385	10,113,203
	42,715,324	2,814,195	-	45,529,519	33,204,706	2,211,910	10,113,203	9,510,618
	1,350,797	312,532	-	1,663,329	881,611	126,445	655,273	469,186
	1,340,217	10,580	-	1,350,797	779,987	101,824	469,186	560,230
	140,442,479	7,792,645	381,582	147,853,542	90,885,410	5,716,457	51,591,701	49,557,069
(Total for the Previous year)	134,330,927	6,596,332	484,780	140,442,479	85,322,511	5,973,880	49,557,069	49,008,416

## N G INDUSTRIES LTD

### Notes to Financial statements for the year ended 31st March, 2019

<b>Note 5- Non Current Investments</b>		Face Value	Units/ Nos. As at		Amount in (Rs.) Cost Value As at		Amount in (Rs.) Fair Market Value As at	
			31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
<b>Quoted</b>								
<b>Investments :-</b>								
<u>Investments in Equity Instruments:</u>								
Brightcom Group Ltd.	2	3000000		3000000	54,838,365	54,838,365	9,150,000	13,800,000
DQ Entertainment (International Ltd.)	10	500000		500000	6,453,004	6,453,004	3,025,000	5,750,000
Dr. Datsons Labs Ltd.	10	1000		1000	49,067	49,067	6,400	6,400
Gitanjali Gems Ltd.	10	-		100000	-	5,096,790	-	830,000
Mold-Tek Technologies Ltd.	2	150000		100000	9,405,522	6,925,855	6,885,000	4,870,000
Oriental Bank of Commerce	10	34600		34600	8,808,946	8,808,946	4,022,250	3,169,360
Pricol Ltd.	1	55000		55000	5,762,662	5,762,662	1,988,250	4,765,750
Subex Ltd.	10	1500000		1200000	12,058,915	9,730,862	8,625,000	9,240,000
<b>Total</b>					<b>97,376,481</b>	<b>97,665,551</b>	<b>33,701,900</b>	<b>42,431,510</b>

# **N G INDUSTRIES LTD**

## **Notes to Financial statements for the year ended March 31, 2019**

<b>Note 6 - Financial Assets</b>	As at 31st March, 2019		As at 31st March, 2018	
	Rs.	Rs.	Rs.	Rs.
<b>Loans &amp; Advances</b> (Unsecured, considered good)				
Advance Payments of Taxes (Net)		452,723		407,414
<b>Total</b>		<b>452,723</b>		<b>407,414</b>
<b>Note 7 - Recognised deferred tax assets and liabilities</b>				
Deferred tax assets and liabilities are attributable to the following :-				
<b>Particulars</b>	<b>Deferred tax assets</b>		<b>Deferred tax (liabilities)</b>	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Property, plant and equipment	1,024,568	1,726,453	333,933	701,885
Financial Assets	17,566,517	15,218,359	-	-
Security Deposit (net)	1,402	88,034	-	-
<b>Net Deferred tax assets / (liabilities) - Total</b>	<b>18,592,487</b>	<b>17,032,846</b>	<b>18,258,554</b>	<b>16,330,961</b>
<b>Note 8 - Inventories</b>	As at 31st March, 2019		As at 31st March, 2018	
	Rs.	Rs.	Rs.	Rs.
Inventories				
Stock-in-trade in medical assessories				
(Per Inventories taken valued and certified by the management)				
Medical Consumables & Others	6,927,050		7,535,229	
Postage & Stamps	2,970		2,970	
Stock in Linen	-	6,930,020	-	7,538,199
<b>Total</b>		<b>6,930,020</b>		<b>7,538,199</b>
<b>Note 9 - Trade Receivables</b>	As at 31st March, 2019		As at 31st March, 2018	
	Rs.	Rs.	Rs.	Rs.
Trade Receivable				
(Unsecured, considered good)				
Others		5,230,644		4,633,716
<b>Total</b>		<b>5,230,644</b>		<b>4,633,716</b>
<b>Note 10- Cash and bank balances</b>				
<b>Cash and cash equivalents:</b>				
Cash on hand	568,707		646,056	
In Current Accounts (Due to Reconciliation)	(8,034,334)		(9,869,698)	
In Fixed Deposits A/c	12,800,000	5,334,373	12,800,000	3,576,358
<b>Total</b>		<b>5,334,373</b>		<b>3,576,358</b>
<b>Other bank balances:</b>				
Gratuity Fund Trust Account	1,000		1,000	
Unpaid Dividend Account	402,717	403,717	395,927	396,927
<b>Total</b>		<b>403,717</b>		<b>396,927</b>



# N G INDUSTRIES LTD

## Notes to Financial statements for the year ended 31st March, 2019

	As at 31st March, 2019		As at 31st March, 2018	
	Rs.	Rs.	Rs.	Rs.
<b>Note 11 - Advances Recoverable in Cash or in Kind</b>				
<b><u>Advances Recoverable in Cash or in Kind</u></b>				
(Unsecured, considered good)				
Advances to Suppliers	483,350		736,047	
Advances to other parties	209,037		211,123	
Interest Receivable	48,365		48,585	
Interest Accrued but not Due on FD	30,387		26,152	
Prepaid Expenses	616,142		249,766	
Staff Advance	92,540		70,000	
Service Tax Input	3,361		3,361	
Advance Payment of Taxes (Net)	562,764	2,045,946	-	1,345,034
<b>Total</b>		<b>2,045,946</b>		<b>1,345,034</b>
<b>Note 12 - Share capital</b>				
<b><u>Authorised Share Capital :-</u></b>				
Equity Shares of Rs.10 each	3500000	35,000,000	3500000	35,000,000
<b><u>Issued, Subscribed &amp; Paid up :-</u></b>				
Equity Shares of Rs.10 each	3350500	33,505,000	3350500	33,505,000
(a) <u>Rights, preferences and restrictions attached to the equity shares</u>				
(i) The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share and are entitled to dividend and to participate in surplus if any in the event of winding up.				
(b) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year:				
	As at 31st March, 2019		As at 31st March, 2018	
	Nos	Rs.	Nos	Rs.
Shares outstanding at the beginning of the year	3350500	33,505,000	3350500	33,505,000
Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	3350500	33,505,000	3350500	33,505,000
(c) Details of shareholders holding more than 5% of total number of equity shares:				
	As at 31st March, 2019		As at 31st March, 2018	
	Nos	% holding	Nos	% holding
(a) Ashok Kumar Goenka	250000	7.46%	250000	7.46%
(b) Krishni Devi Goenka	343500	10.25%	343500	10.25%
(c) Neha Goenka	370000	11.04%	370000	11.04%
(d) Rajesh Goenka	517500	15.45%	329500	9.83%
(e) Rajesh Goenka & Others HUF	-	-	188000	5.61%
(f) Ritu Goenka	510000	15.22%	510000	15.22%
(g) Varsha Goenka	400000	11.94%	400000	11.94%
<b>Dividends</b>				
The following dividends were declared and paid by the Company during the year.			31.03.2019	31.03.2018
Dividend Proposed in %age			35%	35%
Dividend per Share in Rs.			3.50	3.50
Total Amount of Dividend			11,726,750	11,726,750

# **N G INDUSTRIES LTD**

## **Notes to Financial Statements for the year ended 31st March, 2019**

### **Note -13 Other Equity**

	Reserves and Surplus			Others OCI	OCI	Total
	Capital Reserve	General Reserve	Retained Earnings			
Balance as at 01.04.2017	-	33,032,515	56,620,762			89,653,277
Changes in accounting policy or prior period errors						-
Restated balance at the beginning of the reporting period						-
Transfer From retained earnings		-				-
Total Comprehensive Income for the year						-
Net profit after tax for the year			9,443,054			9,443,054
Dividends			(11,726,750)			(11,726,750)
Dividend Distribution Tax			(2,387,290)			(2,387,290)
Transfer to General Reserve			-			-
<b>Balance as at 31.03.2018</b>		<b>33,032,515</b>	<b>51,949,776</b>	-	-	<b>84,982,291</b>

	Reserves and Surplus			Others OCI	OCI	Total
	Capital Reserve	General Reserve	Retained Earnings			
Balance as at 01.04.2018	-	33,032,515	51,949,776			84,982,291
Changes in accounting policy or prior period errors						-
Restated balance at the beginning of the reporting period						-
Transfer From retained earnings		-				-
Total Comprehensive Income for the year						-
Net profit after tax for the year			5,381,078			5,381,078
Dividends			(11,726,750)			(11,726,750)
Dividend Distribution Tax			(2,410,467)			(2,410,467)
Transfer to General Reserve			-			-
<b>Balance as at 31.03.2019</b>		<b>33,032,515</b>	<b>43,193,637</b>	-	-	<b>76,226,152</b>

# **N G INDUSTRIES LTD**

## **Notes to Financial statements for the year ended 31st March, 2019**

	As at 31st March, 2019	As at 31st March, 2018
	Rs.	Rs.
<b>Note 14 - Borrowings</b>		
<b>Secured :</b>		
Loans repayable on demand		
From a Bank	13,459,619	14,847,815
Secured By pledge of own Fixed Deposits		
(Bank Over draft utilised as per Bank Statement as on 31.03.2019 Rs.100,45,743/- & (31.03.2018 Rs.14,16,822/-) and the difference of Rs.34,13,876 as on 31.03.2019 & (as on 31.03.2018 Rs. 1,34,30,993/-) are due to cheques issued but not encash by parties as per BRS)		
<b>Total</b>	<b>13,459,619</b>	<b>14,847,815</b>
<b>Note 15 - Other current liabilities</b>		
(a) Liabilities for Expenses	1,285,817	1,455,065
(b) Unpaid Dividend	402,717	395,927
<b>Total</b>	<b>1,688,534</b>	<b>1,850,992</b>
<b>Note 16 - Provisions</b>		
(a) Provision for Income Tax (net)	-	619,999
<b>Total</b>	<b>-</b>	<b>619,999</b>
	For the year ended 31st March, 2019	For the year ended 31st March, 2018
	Rs.	Rs.
<b>Note 17 - Revenue from operations</b>		
<b>Sale of products :-</b>		
Medical Centre Revenue	176,666,447	173,632,827
<b>Total</b>	<b>176,666,447</b>	<b>173,632,827</b>
<b>Note 18 - Other income</b>		
<b>Interest Income</b>		
Interest Received -Fixed Deposit	1,196,244	1,196,549
(On Fixed Deposit TDS.1,19,626 Previous year Rs.1,19,655)		
Interest Received -Others	54,291	54,313
(On Security Deposit TDS.5,273 Previous year Rs.5,122)		
	<b>1,250,535</b>	<b>1,250,862</b>
Dividend from non-current investments	160,000	80,000
Gain / (Loss) on Sales of Investments	(4,778,337)	(3,626,343)
Miscellaneous Income	1,783	3,294
Gain / (Loss) on Sales of Fixed Assets	(31,557)	(48,799)
	<b>(4,648,111)</b>	<b>(3,591,848)</b>
<b>Total</b>	<b>(3,397,576)</b>	<b>(2,340,986)</b>

# **N G INDUSTRIES LTD**

## **Notes to Financial statements for the year ended 31st March, 2019**

	For the year ended 31st March, 2019		For the year ended 31st March, 2018	
	Rs.	Rs.	Rs.	Rs.
<b>Note 19 - Cost of materials consumed</b>				
Opening Stock				
Medical & Other Consumables	7,535,229		7,990,416	
Linen	-	7,535,229	383,884	8,374,300
Purchases				
Medical & Other Consumables	46,403,539		45,821,276	
Linen	372,066	46,775,605	334,339	46,155,615
		54,310,834		54,529,915
Less : Closing Stock				
Medical & Other Consumables	6,927,050		7,535,229	
Linen	-	6,927,050	-	7,535,229
<b>Cost of Materials Consumed</b>		<b>47,383,784</b>		<b>46,994,686</b>
<b>Total</b>				
<b>Note 20 - Employee benefits expense</b>				
(a) Salaries and Bonus		12,626,725		11,594,225
(b) Staff Welfare Expenses		73,555		30,558
(c) Contribution to Gratuity Fund		773,147		987,783
(d) Contribution to Provident Fund, ESI & Others Funds		1,852,661		1,706,760
<b>Total</b>		<b>15,326,088</b>		<b>14,319,326</b>
<b>Note 21 - Finance costs</b>				
<b>Interest</b>				
Interest Paid on Bank Over Draft- HDFC Bank Ltd.		1,013,493		68,111
<b>Total</b>		<b>1,013,493</b>		<b>68,111</b>
<b>Note 22 - Other Expenses</b>				
Advertisement Charges		256,291		227,457
Ambulance Charges		142,950		151,324
Annual Maintenance Charges		2,086,848		1,977,621
Payment to Auditors *		88,750		89,990
Bank Charges		785,190		712,928
Conveyance Expenses		2,062,557		1,818,346
Directors' Sitting Fees		94,400		92,000
Electricity Charges		4,158,057		4,264,437
Hire Charges		105,860		123,080
Housekeeping & Kitchen Expenses		4,099,125		4,054,748
Insurance Charges		154,617		142,069
Interest Paid -Income Tax		62		500
Laundry Expenses		271,144		298,634
Listing Fees		324,500		316,250
Miscellaneous Expenses		474,463		399,643
OT/Ward Support Services		6,033,809		5,795,265
Postage & Couriers Charges		261,688		231,780
Printing and Stationery		2,263,159		2,148,137
Professional Service Fees - Medical & Others		54,771,898		51,985,355
Rates and Taxes		928,785		903,612
Rent Paid		540,000		564,300
Repairs & Maintenance		1,069,249		1,037,185
Security Charges		832,653		589,741
Service Promotion Expenses		189,666		97,562
Telecommunication Expenses		579,761		589,150
Testing Charges		1,897,787		1,947,302
Travelling Expenses		402,308		501,921
Upkeep Expenses		1,470,418		1,395,831
Vehicles Up-Keep		184,630		85,971
<b>Total</b>		<b>86,530,425</b>		<b>82,542,139</b>

# **N G INDUSTRIES LTD**

## **Notes to Financial statements for the year ended 31st March, 2019**

		For the year ended 31st March, 2019		For the year ended 31st March, 2018	
		Rs.	Rs.	Rs.	Rs.
<b>Notes : 22 -Cont.....</b>					
<b>* Payment to Auditors includes :-</b>					
Statutory Audit Fees		56,000		63,720	
Tax Audit Fees		10,000		13,600	
Internal Audit Fees		5,000		5,000	
Vat Audit Fees		10,000		-	
Certification Charges		7,750	88,750	7,670	89,990
	<b>Total</b>		<b>88,750</b>		<b>89,990</b>
<b>Notes : 23</b>					
<b>Earning per share (EPS)</b>					
Profit after Tax			<b>11,248,691</b>		<b>14,074,345</b>
Weighted average number of equity shares outstanding during the year			3,350,500		3,350,500
Nominal value of equity per share (Rs.)			10		10
Basic/diluted earning per share (EPS) (Rs.)			3.36		4.20
<b>Notes : 24</b>					
<b>Disclosures of related party transactions (as identified &amp; certified by the management):</b>					
As per Accounting Standard-18- ' Related Party Disclosures' issued by the Institute of Chartered Accountants of India, the names of the related parties are given below :					
(a) <b>Associate / Joint Venture Concerns</b>		: Nil			
(b) <b>Key Management Personnel</b>		:			
(i) Mr. Rajesh Goenka		Whole-Time-Director & Chairman			
(ii) Mr. Rajkumar Bajoria		Director			
(iii) Mr. Jagdish Chand Kumbhat		Director			
(iv) Ms. Neha Goenka		Director			
(v) Mr. Santosh Kumar Thakur		Chief Financial Officer			
(vi) Mr. Dipak Kumar Shaw		Company Secretary			
(c) <b>Relatives of Key Management Personnel</b>					
(i) Ashok Kumar Goenka & Others (HUF)					
(ii) Banwari Lal Goenka & Sons (HUF)					
(iii) Rajesh Goenka & Others (HUF)					
(d) Enterprise owned or significantly influenced by Key Management Personnel and their relatives		: Nil			
Amount in Rs.					
Nature of Transactions	Associate / Joint Venture Concerns	Key Management Personnel	Relatives of Key Management Personnel	Enterprise owned or significantly influenced by KMP & their relatives	
Managerial remuneration paid	-	2,318,751	-	-	
Directors' Sitting Fees	-	94,400	-	-	
Dividend Paid	-	1,894,900	658,000	-	
Rent Paid	-	-	540,000	-	

## **N G INDUSTRIES LTD**

### **Notes to Financial statements for the year ended 31st March, 2019**

#### **Notes : 25**

##### **Micro, Small and Medium Enterprises**

There are no Micro, Small & Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as on 31st March 2019. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

#### **Notes : 26**

##### **Short Term Borrowings**

Short term borrowing as per Balance Sheet Rs.1,34,59,619 (Rupees : One crores thirty four lacs fifty nine thousand six hundred nineteen only). Actual utilisation as per Bank Statement is Rs.1,00,45,743 (Rupees : One crores Forty five thousand seven hundred forty three only) as on 31st March, 2019. The difference between Balance Sheet amount and physical Bank Account is Rs.34,13,876 (Rupees : Thirty four lacs thirteen thousand eight hundred seventy six only). This is due to cheques received and cheques issued which are not credited and debited in Bank Account, as per BRS

#### **Notes : 27**

##### **Contingent liabilities**

###### **Claims against the company not acknowledged as debts are as follows :-**

The Income Tax Assessing Officer has issued Assessment Orders u/s 143(3) for Assessment Years, 2014-15, where in certain additions have been made. The Company has taken up the matters with Appeal Commissioner. As per advice received from Tax experts, the Company is confident that the stand of the Assessing Officer will be negated by the Appeal Commissioner. However, this may involve additional Income Tax liability of Rs. 6,82,140 for Assessment Year 2014-15 along with interest

###### **Others :-**

Bank Guarantee in favour of CGHS for Rs.2,00,000 (Rupees : Two lacs only) (Previous year Rs.2,00,000) and in favour of Directorate of ECHS for Rs.Nil (Previous year Rs.Nil).

#### **Notes : 28**

##### **Fixed Deposits & Interest Income**

Bank Fixed Deposit to the tune of Rs.25,00,000 (Rupees : Twenty five lacs only) have been pledged to HDFC Bank Ltd. for Securing Over draft Limit.

Bank Fixed Deposit held to the tune of Rs.1,00,00,000 (Rupees : One crores only) in Axis Bank Ltd. This Fixed deposit has been pledged with National Stock Exchange through share broker, as margin money to facilitate share Investment transactions.

Bank Fixed Deposit to the tune of Rs.3,00,000 (Rupees : Three lacs only) have been pledged to State Bank of India for Securing Bank Guarantee.

#### **Notes : 29**

In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the value stated in accounts, if realised in ordinary course of business, unless otherwise stated. The provision for all known liabilities is adequate and not in excess/short of the amount considered reasonable/ necessary.

#### **Notes : 30**

Balances of some of the Sundry creditors, Loans and advances incorporated in the books as per balances appearing in the relevant subsidiary records, are subject to confirmation from the respective parties and consequential adjustments arising from reconciliation, if any. The management however is of the view that there will be no material discrepancies in this regard.

#### **Notes : 31**

##### **Impairment of Assets**

On the basis of physical verification of assets and cash generation capacity of those assets in the management perception, there is no impairment of assets as on 31st March 2019.

## **N G INDUSTRIES LTD**

CIN : L74140WB1994PLC065937

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

Kolkata - 700 029

Tel.: 033 2419 7542, Fax: 033-2464 6390

Email: ngmail@ngil.co.in Website: www.ngind.com

### **NOTICE TO MEMBERS**

NOTICE is hereby given that the 25<sup>th</sup> Annual General Meeting of the Members of N G INDUSTRIES LTD will be held at its Registered Office at 1<sup>st</sup> Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029 on Saturday, 21<sup>st</sup> day of September, 2019 at 10.30 A.M. to transact the following business:

#### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2019, and the Reports of the Board of Directors and and the Auditors thereon.
2. To declare dividend on equity Shares for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Ms. Neha Goenka (DIN: 05215437), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:-**

**"RESOLVED THAT** in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, Messrs. Pushpendra Jain & Co., Chartered Accountant (Firm Registration No. 320233E), be and are hereby appointed as Statutory Auditor of the Company from the conclusion of this Annual General Meeting to hold such office for a period of one year till the conclusion of 26<sup>th</sup> Annual General Meeting of the Company, at such remuneration to be fixed by the Board of Directors of the Company.

#### **SPECIAL BUSINESS:**

5. To re-appoint Mr. Jagdish Chand Kumbhat (DIN: 00005412) as an Independent Director and if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Meeting hereby approves the re-appointment of Mr. Jagdish Chand Kumbhat (DIN: 00005412), as an Independent Director for a term of five (5) consecutive years with effect from this AGM.



**N G INDUSTRIES LTD**

6. To re-appoint Mr. Raj Kumar Bajoria (DIN: 00226530) as an Independent Director and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Meeting hereby approves the re-appointment of Mr. Raj Kumar Bajoria (DIN: 00226530), as an Independent Director for a term of five(5) consecutive years with effect from this AGM.

Place: Kolkata  
29th May, 2019

By Order of the Board  
For N G Industries Ltd  
Dipak Kumar Shaw  
Company Secretary

## **N G INDUSTRIES LTD**

### **NOTES:**

1. **A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf on a poll only and such Proxies need not be a Member of the Company.**

Proxies, in order to be effective, must be received at the Company's Registered Office, 1<sup>st</sup> Floor, 37A, Dr Meghnad Saha Sarani, Kolkata 700029, duly completed and signed, not less than 48 hours before the commencement of the AGM i.e. 10.30 a.m. on 19th September, 2019.

Corporate Members are required to send at Registered Office a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.

2. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is enclosed.

Additional information, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 4 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.

3. Route map of the AGM venue, pursuant to the Secretarial Standard on General Meeting, is also enclosed.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 14th September, 2019 to Saturday, 21<sup>st</sup> September, 2019.
5. The dividend on equity shares, if declared at the Meeting, will be credited / dispatched within one month from the conclusion of the Meeting to those members whose names appear on the Company's Register of Members on the Record Date (i.e. 13<sup>th</sup> September, 2019) fixed for the purpose; in respect of the shares held in dematerialised mode, the dividend will be paid to members whose names are furnished by National Securities Depository LTD and Central Depository Services (India) LTD as beneficial owners as on that date.
6. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
7. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Company's Registrar, S.K. Infosolutions Pvt. Ltd. at 34/1A, Sudhir Chatterjee Street, Kolkata – 700006, immediately.

## **N G INDUSTRIES LTD**

8. As per the provisions of Companies Act, 2013, Independent Director shall hold office for a term up to five (5) consecutive years on the Board of the Company but shall be eligible for re-appointment on passing of special resolution. Accordingly, resolutions proposing re-appointment of Independent Directors are given at item nos. 5 and 6 of this Notice. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of the Directors seeking appointment / re-appointment at the AGM are provided below of this Report. Requisite declarations have been received from the Directors seeking appointment / re-appointment.
9. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **13th September, 2019 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or voting at the AGM venue. A person who is not a member on the cut-off date should accordingly treat this Notice as for information purposes only.
10. Unclaimed dividend for the financial year ended 31st March, 2012 and the corresponding Ordinary shares of the Company in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government in November, 2019, pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Members are requested to claim the said dividend, details of which are available on the Company's corporate website [www.ngind.com](http://www.ngind.com) under the section "Information & circulars for shareholders". The Company will not be able to entertain any claim received after 31st August, 2019 in respect of the same.
11. Members / Proxies / Authorised Representatives are requested to bring to the meeting necessary details of their shareholding, attendance slip(s) together with copies of the Annual Report. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
12. Mr. Rajesh Goenka is interested in the Ordinary Resolutions set out at item Nos. 3. Mr. Rajesh Goenka, Director, being father of Ms. Neha Goenka may be deemed to be interested in the resolution set out at item No. 3 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Business set out under item Nos. 1 to 6 of the Notice.
13. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting.
14. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants ("DPS") with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Transfer Agents, i.e. S.K. Infosolutions Private Ltd.

## **N G INDUSTRIES LTD**

15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' available on the website of the Company [www.ngind.com](http://www.ngind.com) or to RTA of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
16. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
17. 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.

### **18. Voting through electronic means**

- I. Pursuant to 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 Friday, 13th September, 2019, i.e. the date prior to the commencement of book closure, being the cut-off date, 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. on Wednesday, 18th September, 2019 and will end at 5.00 p.m. on Friday 20th September, 2019. The Board has appointed Mr. Sahadeb Rath, Proprietor of S.RATH & Co., Practising Company Secretary as the Scrutinizer for this purpose. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
- II. 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.
- III. The process and manner for remote e-voting are as under:

#### **Step 1: Login to NSDL e-voting website**

- (i) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on 'Shareholder – Login'.
- (ii) Insert your user ID & password on the login window and also insert the verification code as shown on the screen.

## N G INDUSTRIES LTD

- **User ID:**

For Members holding 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*****
For Members holding shares in demat account with CDSL	16 digit Beneficiary ID. For example, if your Beneficiary ID is 12*****, then your user ID is 12*****.
For Members holding shares in certificate form	Electronic Voting Event Number (EVEN) followed by your folio number registered with the Company. For example, if the EVEN is 101456 and your folio number is 01/12***, then your user ID is 1014560112***.

- **Password:**

- (i) **If you are already registered with NSDL for remote e-voting, you should use your existing password for login.**
- (ii) If you are using NSDL e-voting systems for the first time, you would need to use your '**Initial password**' for login, which has been communicated to you by the Company.
- (iii) If you are unable to retrieve or have not received the '**initial password**', or have forgotten your password:
  - Click on '**Forgot User Details/Password?**', if holding shares in dematerialized form, or
  - Click on '**Physical User Reset Password?**', if holding shares in certificate form.
- (iii) Agree to the terms and conditions by clicking the box.
- (iv) Click on '**Login**'. Home page of remote e-voting opens.

If you are registered for NSDL e-services 'IDEAS', you can login at <https://www.eservices.nsdl.com/> with your existing IDEAS login and click on e-voting to proceed to step 2 to cast your vote.

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### **Step 2: Cast your vote on NSDL e-voting website**

- (i) Click on '**e-voting: Active Evoting Cycles**' and select the EVEN of N G Industries Limited.
- (ii) Now you are ready for remote e-voting as '**Cast Vote**' page opens.
- (iii) Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.
- (iv) Thereafter the message '**Vote cast successfully**' will be displayed.
- (v) Once you have voted on the resolution, you will not be allowed to modify your vote.

### **Other Instructions**

- (i) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer through e-mail at [sahadevrath@yahoo.co.in](mailto:sahadevrath@yahoo.co.in) with a copy marked to NSDL's e-mail ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (ii) Those who become Members of the Company after dispatch of the Notice but on or before 13th September, 2019 (cut-off date) may write to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [ngmail@ngil.co.in](mailto:ngmail@ngil.co.in) requesting for user ID and password. On receipt of user ID and password, the steps stated above under 'Step 2: Cast your vote on NSDL e-voting website' should be followed for casting of vote.
- (iii) In case of any query / grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact:
  - (i) Mr. Amit Vishal, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 at telephone nos. **1800-222-990** (toll free) or **022-2499 4360** or at e-mail ID [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in);
  - (ii) Mr. Dipak Kumar Shaw, Head of Secretarial Department, at telephone nos. **033-2419 7542** or **8017520040** or at e-mail ID [ngmail@ngil.co.in](mailto:ngmail@ngil.co.in)
- (iv) **Remote e-voting will commence at 9.00 a.m. on 18th September, 2019 and will end at 5.00 p.m. on 20th September, 2019**, when remote e-voting will be blocked by NSDL.

### **General Information**

- (i) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders
- (ii) **The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes.** The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website [www.ngind.com](http://www.ngind.com) under the section 'Information and circulars for shareholders' and on the website of NSDL; such Results will also be forwarded to the BSE Limited and The Calcutta Stock Exchange Limited, where the Company's shares are listed.



## **N G INDUSTRIES LTD**

### **EXPLANATORY STATEMENT**

Annexure to the Notice convening the twenty fifth Annual General Meeting to be held on Saturday, 21st September, 2019

#### **Item no. 4**

The members of the Company at the 24th Annual General Meeting ('AGM') held on 22nd September, 2018 approved the appointment of Messrs. Pushpendra Jain & Co., Chartered Accountant, as Statutory Auditors of the Company for a period of one year from the conclusion of the said AGM. Pushpendra Jain & Co. will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ("the Board"), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the members, the re-appointment of Messrs. Pushpendra Jain & Co., Chartered Accountant, as the Statutory Auditors of the Company for a period of one year from the conclusion of this AGM till the conclusion of the 26th AGM.

Pushpendra Jain & Co., have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company or their relatives, is interested in this Resolution.

The Board recommended this Resolution for your approval.

## **N G INDUSTRIES LTD**

### **Item Nos. 5 & 6**

The Members of the Company on 24th September, 2014 approved the appointment of Mr. Jagdish Chand Kumbhat and Mr. Raj Kumar Bajoria as Independent Directors of the Company to hold office with effect from 24<sup>th</sup> September, 2014 upto expiry of five consecutive years or date of 25<sup>th</sup> Annual General Meeting, whichever is earlier. Mr. Jagdish Chand Kumbhat and Mr. Raj Kumar Bajoria will complete their respective terms on this AGM.

The Board of Directors of the Company ('the Board') at the meeting held on 29th May, 2019, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr. Jagdish Chand Kumbhat and Mr. Raj Kumar Bajoria as Independent Directors of the Company with effect from this AGM for five consecutive years, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to their respective re-appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Kumbhat and Mr. Bajoria, and contribution to Board processes by them, their continued association would benefit the Company. Declarations have been received from Mr. Kumbhat and Mr. Bajoria that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Kumbhat and Mr. Bajoria fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Directors and they are independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Kumbhat and Mr. Bajoria, in terms of Section 149 of the Act.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mr. Kumbhat and Mr. Bajoria have been received by the Company, and consents have been filed by Mr. Kumbhat and Mr. Bajoria pursuant to Section 152 of the Act.

Additional information in respect of Mr. Kumbhat and Mr. Bajoria, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is given below.

Mr. Kumbhat and Mr. Bajoria, and their relatives, are interested in the Special Resolutions relating to their respective re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Special Resolutions.

The Board recommends these Special Resolutions for your approval.

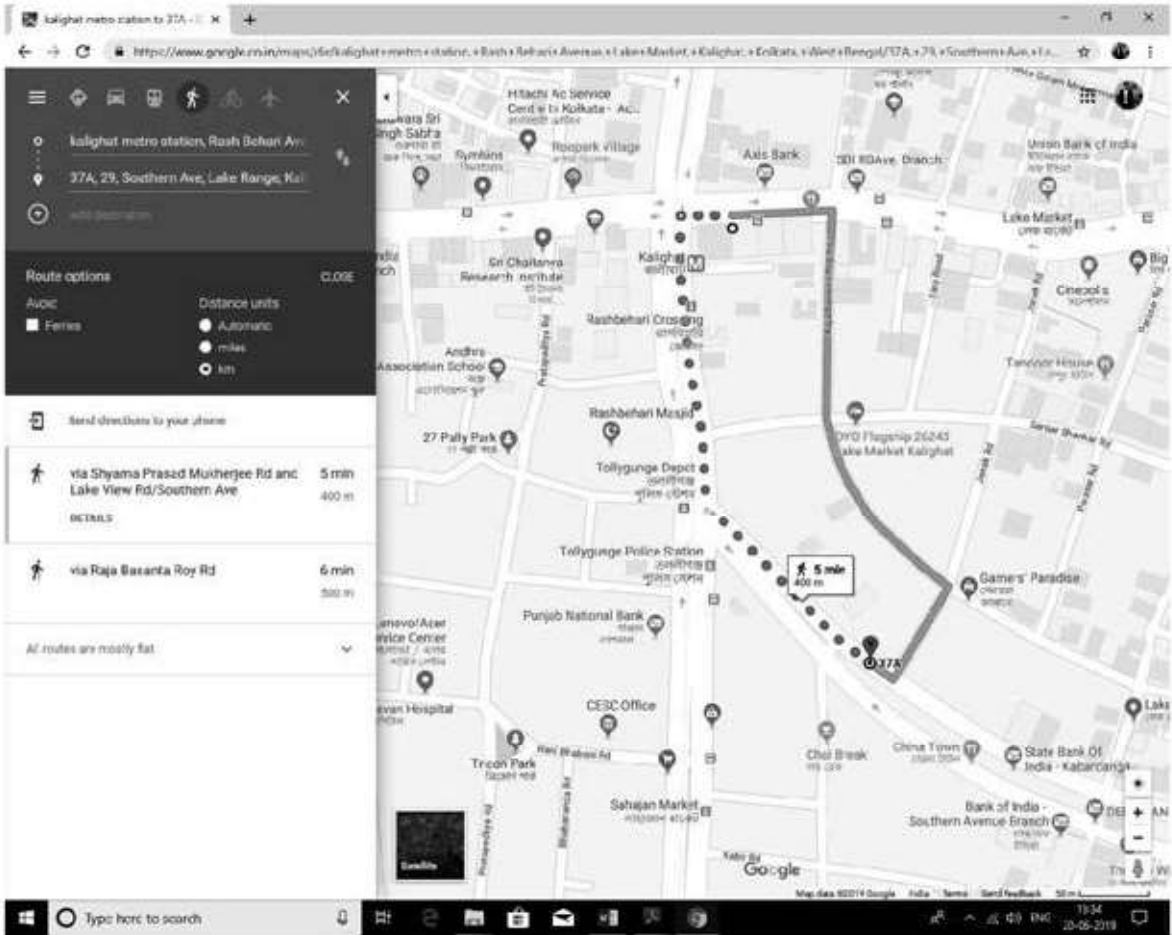
**N G INDUSTRIES LTD****DETAILS OF DIRECTORS RETIRING / SEEKING RE-APPOINTMENT AT THE MEETING**

<b>Name</b>	<b>Mr. Jagdish Chand Kumbhat</b>	<b>Mr. Raj Kumar Bajoria</b>
Director Identification number	00005412	00226530
Date of Birth	21/08/1952	02/02/1952
Qualification	FCA	B.COM
Experience in specific area	43 years in Finance and Corporate Management	46 years in Finance and Corporate Management
Date of first appointment on the Board of the Company	17.11.1994	20/12/1994
Shareholding in Company	3000	0
List of Directorship held in other Companies	<ul style="list-style-type: none"><li>• Speedways International Pvt Ltd</li><li>• Sombaria Co. Ltd</li><li>• Indo Carbon Industries Ltd</li></ul>	Saurav Infotech Pvt Ltd
Membership/Chairmanship of Audit and Stakeholder Relationship Committee	Refer to report on Corporate	Refer to report on Corporate

Place: Kolkata  
29th May, 2019

By Order of the Board  
For N G Industries Ltd  
Dipak Kumar Shaw  
Company Secretary

## ROUTE MAP



**ATTENDANCE SLIP**

**N G INDUSTRIES LTD**

**CIN:** L74140WB1994PLC065937

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

**Website:** www.ngind.com, **Email:** ngmail@ngil.co.in, **Phone:** 033-2419 7542, **Fax:** 033 2464 6390

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the Meeting

DP Id\*: ..... Folio No.:.....

Client Id: ..... No. of Shares: .....

NAME AND ADDRESS OF THE SHAREHOLDER/PROXY:

I/We hereby record my/our presence at the **25th Annual General Meeting** of the Company held at its Registered office at 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029 at 10.30 A.M. on Saturday, 21st September, 2019.

\*Applicable for investors holding shares in electronic form.

Signature of shareholder / Proxy

**PROXY FORM**

**N G INDUSTRIES LTD**

**CIN:** L74140WB1994PLC065937

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

**Website:** www.ngind.com, **Email:** ngmail@ngil.co.in, **Phone:** 033 2419 7542, **Fax:** 033 2464 6390

Name of the member(s): ..... e-mail id:.....

Registered address: .....

Folio No. / \*Client Id/ DP Id: .....

I/ We being the member(s) of ..... shares of N G Industries Ltd, hereby appoint:

1) Name.....Address.....e-mail id.....  
or failing him

2) Name.....Address.....e-mail id.....  
or failing him

3) Name.....Address.....e-mail id.....  
or failing him

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **25th Annual General Meeting** of the members of the Company to be held on **Saturday, 21st September, 2019 at 10.30 a.m.** at its registered office at 1<sup>st</sup> floor 37A Dr Meghnad Saha Sarani, Kolkata – 700029 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*Applicable for investors holding shares in electronic form.

P.T. O.

Resolutions No.	Description	For*	Against*
1	Consider and Adopt Audited Financial Statement for the financial year ended 31st March, 2019 and Reports of the Board of Directors and Auditors thereon		
2	Declaration of dividend on equity shares for Financial Year ended 31 March, 2019		
3	Re-appointment of Ms. Neha Goenka (DIN: 05215437), director retire by rotation		
4	Appointment of M/s. Pushpendra Jain & Co. as Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31st March, 2020.		
5	Re-appointment of Mr. Jagdish Chand Kumbhat (DIN: 00005412) as an Independent Director for a second term of five (5) consecutive years with effect from this AGM		
6	Re-appointment of Mr. Raj Kumar Bajoria (DIN: 00226530) as an Independent Director for a second term of five (5) consecutive years with effect from this AGM		

Signed this ..... Day of ....., 2019.

Affix a  
Revenue  
Stamp

Signature of shareholder

Signature of proxyholder (s)

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten per cent of the total Share Capital of the Company. Members holding more than ten per cent of the total Share Capital of the Company may appoint a single person as proxy and such person shall not act as proxy for other person or shareholder.

\*Please put a 'X' in the appropriate column against the Resolutions indicated. 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.