

BOARD OF DIRECTORS	: Mr. Rajesh Goenka, Chairman & Whole-time Director Mr. Raj Kumar Bajoria Mr. Jagdish Chand Kumbhat Mrs. Neha Goenka
CHIEF FINANCIAL OFFICER	: Mr. Santosh Kumar Thakur
COMPANY SECRETARY	: Mr. Dipak Kumar Shaw
AUDITORS	: M. R. SINGHWI & Co.
BANKERS	: Indian Bank HDFC Bank Ltd. Standard Chartered Bank State Bank of India Bank of India Yes Bank
REGISTERED OFFICE	: 1st Floor 37A, Dr Meghnad Saha Sarani, Kolkata – 700 029 Phone: 033 2419 7542, 80175 20040 E-mail: ngmail@ngil.co.in Website: www.ngind.com
DIVISIONS	: 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
REGISTRARS & SHARE TRANSFER AGENTS	: S.K. Infosolutions Private Limited D/42, Katju Nagar Colony, Jadavpur, Kolkata - 700032
LISTING OF SHARES	: 1. The Calcutta Stock Exchange Limited 2. Bombay Stock Exchange Limited

N G INDUSTRIES LTD

DIRECTORS' REPORT TO THE MEMBERS:

Your Directors have pleasure in presenting the 29th Annual Report on the affairs of the Company together with the Audited Financial Statements for the financial year ended on 31st March, 2023.

FINANCIAL RESULTS:

The financial results of the Company for the year ended 31st March, 2023 is summarized below:

Particulars	Rupees in Thousands	
	2022-23	2021-22
Revenue from Operations	187034.40	184206.52
Other Income	83748.18	16254.34
Profit Before Financial Cost, depreciation, exceptional items and tax	101872.30	39123.27
Less: Financial Costs	132.60	155.99
Profit before Depreciation, exceptional items and Tax	101739.70	38967.28
Less:		
A) Depreciation	5249.56	5780.51
B) Provision for Taxation		
- Current Tax	12870.00	6590.00
- Deferred Tax	307.58	390.49
- Adjustment of tax relating for earlier years	152.95	115.81
Net Profit/ (Loss) after Tax	83159.61	26090.47
Total comprehensive income for the year	54639.15	89050.15
Balance carried forward to Balance Sheet	54639.15	89050.15

OPERATIONS AND PROSPECTS :

As we report today, we can thankfully say that we have finally put behind us the Covid-19 Pandemic and its related disruption, which for the last three years (2020-21 to 2022-23) has made us in every sphere to relook at various aspects of our functioning with a new and fresh perspective. We can thankfully put behind us a period in the history of mankind, fraught with fear, uncertainty and disruption. We, as a Company thankfully can look back with satisfaction to have navigated our enterprise through this period with no loss of lives amongst our employees and Doctors, no retrenchment or job losses for our employees, no losses in our books which remained healthy throughout, without practically any borrowings.

The long-term impact of Covid-19 pandemic and its related activities like Covid-19 vaccination have affected the company's operational revenues and profitability for the year. The year saw consolidation of our operations and operational revenues grew nominally. However, the company could achieve significant other income generated out of prudent churning of Investments as well as dividends from its portfolio.

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We would not like to revisit details of Covid-19 related impact, which we have done in the past two year's reports / AGMs wherein we have explained as to how the Companies' operations, market outreach, product menu, doctor referral base, among other things were disrupted and that it has left us with some long-term challenges as well, which would mean rebuilding of business ecosystem once again in a new competitive environment, which will be our objective in the coming years.

The Company has embarked on this objective like efforts to create a new customer base, upgrading and adding new services, engaging with new corporates and consultants etc. Some of other steps underway in this direction are installation of higher end CT Scan Machine which would be operational from July 2023, investing in new upgraded CR Digitizer system from Agfa Healthcare India for upgraded Radiological services, procurement of Gastroscopy Unit for stepping up endoscopy / colonoscopy services etc.

Diagnostics business is also increasingly getting competitive with large pan-India players as well as online pharmacy companies and others jumping into the fray and price competitiveness at cost of quality just for sake of market share is an area of concern. This has happened in other sectors as well.

We had in our last year's report stated about Covid-19 vaccination operations and that it posed separate business risks with respect to unexpected turn of pandemic responses and accompanying government policy changes from time to time and uncertainties with respect to expiry period and dead stocks. Low demand for vaccines, even for booster shots, since October/November 2022 was at the root of the problem - specially after withdrawal of restrictions that made vaccination certificates mandatory. Plus, there has been no major outbreak since July last year. There was a sudden surge in Covid-19 vaccinations after December 22nd when the union health ministry had issued an advisory asking the state governments to be prepared for a fresh rise in cases. But the demand again fell after a few days. The sudden fall in the COVID -19 transmission, decline in positivity rates of RT PCR tests everywhere and most importantly the then prevalent Omicron variants having been found to be not leading to any severe symptoms, lead to the negation of the so-called 4th wave possibility and finally lead to an end of the Pandemic. This brought vaccination activities to a trickle and we had to carry stocks which on expiry, lead to losses in this activity, effecting profitability as well as revenue during the year. The vaccination activity, however, enabled thousands of additional, never before footfalls in our premises and has built up our goodwill and this will strengthen our Brand recall in future. We have also moved on to using our Vaccination infrastructure to pursue other Immunizations like Pneumonia, Influenza, HPV etc.

We consider your company's performance for the year 2022-23 as satisfactory in the context of the pandemic and vaccine related fallout and believe that the outlook of the company can be one of further recovery and consolidation and we hope the same to be achieved in the coming years.

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

DIVIDEND AND TRANSFER TO RESERVE:

The Board is pleased to recommend a dividend of ₹ 3.50 per Equity Share of ₹ 10 each (i.e. 35%) for the year ended March 31, 2023. The said dividend on equity shares is subject to the approval of the shareholders at the ensuing Annual General Meeting (“AGM”) scheduled to be held on Saturday, September 30, 2023. Dividend will be paid after it is approved at the forthcoming Annual General Meeting. Also, the Board of Directors of the Company has decided not to transfer any amount to the Reserves for the year under review.

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) of the Company.

In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, ₹ 46,382 of unpaid / unclaimed dividends and 200 shares were transferred during the financial year 2022-23 to the Investor Education and Protection Fund. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2022 on the Company's website at www.ngind.com and on the website of the Ministry of Corporate Affairs at www.iepf.gov.in.

SHARE CAPITAL:

There is no change in the capital structure of the Company.

DETAILS OF DEMAT/UNCLAIMED SUSPENSE ACCOUNT:

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

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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 state their Folio number/DP ID and produce only identity documents.

AUDITORS AND AUDITORS' REPORT:

(a) Statutory Auditors

M/s. M. R. Singhwi & Co., Chartered Accountants, (Firm Registration No. 312121E) was appointed as Statutory Auditor of the Company at the 28th Annual General Meeting of the Company held on 24th September, 2022.

Auditors' Report

The Auditors' Report given by M/s M. R. Singhwi & Co., Statutory Auditors on the financial Statement of the Company for the year ended March 31, 2023. The Auditors' Report does not contain any qualification, reservation, adverse remark. During the year under review, the Auditors had not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed pursuant to Section 134(3)(ca) of the Act.

(b) Secretarial Auditor

In accordance with the provisions of the Section 204 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit was carried out by S. Rath & Co., Practicing Company Secretary for the financial year 2022-23. The report of Secretarial Auditor for the financial year 2022-23 is annexed herewith marked as Annexure VI to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

As per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **the Company is exempt from submitting Annual Secretarial Compliance Report from Practicing Company Secretary under Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.** Hence the Company has not obtained Annual Secretarial Compliance Report under Regulation 24A. However, the Company has obtained Non-applicability Certificate of Regulation 24A from Mr. Sahadeb Rath, Practicing Company Secretary and the same has been submitted to Stock Exchange.

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DIRECTORS & KEY MANAGERIAL PERSONNEL :

Retirement by rotation

In accordance with the Articles of Association of the Company and relevant provisions of the Companies Act, 2013, Mrs. Neha Goenka, (DIN: 05215437) is liable to retire by rotation at the ensuing Annual General Meeting.

The Board recommends her re-appointment.

Declaration from Independent Directors

The Company has received declaration from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 read with the schedules and rules made there under along with declaration for compliance with clause 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Key Managerial Personnel

Mr. Rajesh Goenka, Chairman & Whole-time Director, Mr. Santosh Kumar Thakur, CFO and Mr. Dipak Kumar Shaw, Company Secretary are the KMPs of the Company in terms of Section 203 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

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 :

This has been discussed in detailed in Corporate Governance Report forming part of this Report.

LOANS, INVESTMENT AND GUARANTEES BY THE COMPANY :

There was no transaction falling under the provision of Section 186 of the Companies Act, 2013 during the financial year under review.

MEETINGS OF BOARD :

Four Meetings of the Board of Directors were held during the year. For further details, please refer the report on Corporate Governance given separately in the Annual 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 2022-23 and meeting attended by each member of the Committee as required under the Companies Act, 2013, are provided in Corporate Governance Report forming part of this Annual Report.

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

DIRECTOR REMUNERATION POLICY:

The Company has followed a Policy on Appointment and Remuneration of Directors, Key Managerial Personnel and senior management personnel. The criteria for determining qualifications, positive attributes, independence of a Director, performance evaluation of Board, Committees and the Directors are laid down under the Nomination and Remuneration Policy of the Company. The performance evaluation of the Board, its Committees and of individual Directors was made by structured questionnaire and the Directors were satisfied with the evaluation process. Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company may be accessed on the Company's website at the link: <http://www.ngind.com/docs/Nomination%20and%20Remuneration%20Policy.pdf>. The recommendation made by the Nomination and Remuneration Committee were accepted by the Board. The above policy was last amended by Board on 14.02.2020.

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 the 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 2022-23, no complaints were received by the said committee. The Company's Policy for Prevention, Prohibition and Redressal of Sexual Harassment may be accessed on the Company's Website at the following link <https://ngind.com/docs/Policy%20for%20Prevention,%20Prohibition%20&%20Redressal%20of%20sexual%20harassment.pdf>.

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 at BSE Ltd were continued throughout the year and the Listing Fee due till date stands paid.

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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 and 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.

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 / impact on conservation of energy;

The operations of the Company, being healthcare, 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, 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 inflows or outgo 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.

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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 2022-23, percentage increase in remuneration of Directors, Chief-Financial Officer and Company Secretary during the financial year 2022-23:

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	11.58	-
2	Santosh Kumar Thakur	CFO	N.A.	10.17
3	Dipak Kumar Shaw	Company Secretary	N.A.	16.92

- ii: The percentage increase in the median remuneration of Employees for the financial year 2022-23 was 10.33.
- iii: The Company has 73 permanent employees (excluding Whole-time Director) on the rolls of the Company as on 31st March, 2023
- iv It is hereby affirmed that the remuneration paid during the year, is as per the Remuneration Policy of the Company.

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DIRECTORS' RESPONSIBILITY STATEMENT :

Your Directors state that:

- In the preparation of the annual accounts for the financial year ended on 31st March, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- Such accounting policies have been selected and applied 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 as at 31st March, 2023 and of profit of the Company for that period;
- the Directors 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;
- the annual accounts have been prepared on a going concern basis;
- internal financial controls have been laid down so that the same can be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

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 and experience during the ongoing pandemic.

A) INDUSTRY STRUCTURE & DEVELOPMENT:

Rising incomes in the hands of our citizens, increase in 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 schemes announced by the Union Government, when fully implemented, as well as State Government having introduced health-card schemes will further increase penetration of insured healthcare in the country.

Covid-19 is an unprecedented, new, unknown, disruptive development which has hit globally as a whole including all countries, economies, sectors, companies and has affected in more ways than one can imagine. The Company has released separate disclosure regarding impact of the pandemic and the challenges it has posed and the same is available on our website under "Information & Circulars for Shareholders." We have also discussed it earlier in the Director's Report under 'Operations and Prospects' and more exhaustively in our last two year's Annual Report. As mentioned in the Directors report earlier herein, we have now put behind this unprecedented Pandemic and look ahead towards recovery and consolidation.

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B) OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

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

Slowdown in economy, especially in the services or retail sector affects 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. Doctors use our Clinic Services and many Doctors whose patients frequently use our services due to locational proximity etc. Disruption of Doctors Clinics as it has happened significantly during Covid has meant rebuilding such outreach on continuous basis. At present we are in process of rebuilding once again.

Healthcare services being an area affecting the entire population is automatically politically sensitive and from time to time is subjected to threats of over regulation /tariff control measures etc. These have always proved to be counter productive the world over and the industry can only by expanding and using technology moderate costs and hope to get this message across to citizens as well as regulators.

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 pandemic also added to the major challenges in terms of employee attrition as well as professional changes being adopted by doctors as well as paramedical professionals. The company however recognizes these issues as concerns. Governments have also strengthened regulatory oversight systems as well as enabled more punitive measures to tackle lawlessness at hospitals.

The Company mitigates these risks, through adopting ethical practices, transparent dealings with patients and explaining to them, in plain layman's 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 its 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. The Company is also continuously investing in newer technologies and equipment to stay ahead, in offering value added and superior quality of tests at affordable tariffs.

Short term adverse impact of Covid-19 has already been dealt with, in our disclosures available on our website under "Information & Circulars for Shareholders" as well as earlier in the Director's Report under 'Operations and Prospects.'" in both this as well as past two years Annual reports.

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C) OUTLOOK:

Our Company operates in an industry which is increasingly getting more competitive and yet we state with conviction that the long-term 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 is facing all challenges through consistent, credible and transparent dealings and greater communications with patient's families on all aspects of treatment. Covid-19 impact has been indicated in the "Company Disclosures" released separately earlier and our experience during the year will further help us reorient our strategies and adapt ourselves to the current status of the pandemic as well as for post Covid-19 ecosystem. Our, over two decades of trust and goodwill will help us move ahead and get the Company's operations back on track soon. Our vaccination outreach we hope, has earned us significant goodwill and exposure and we continue this activity as well. Details with regard to Covid-19 have already been dealt with in our disclosures available on our website under "Information & Circulars for Shareholders" as well as earlier in the Directors Report under 'Operations and Prospects" in both this as well as past two years Annual Report.

D) INTERNAL CONTROL:

Your Company has adequate internal control systems, which 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 73 (excluding whole-time director). Pandemic has led to some employees to leave their jobs out of resulting compulsions and even many Doctors chose not to continue Clinics at our premises.

F) FINANCIAL AND OPERATIONAL PERFORMANCE:

This has already been detailed earlier in this report.

CORPORATE GOVERNANCE :

The Corporate Governance Report forms an integral part of this Report and has been set out as a 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 the notes of the financial statement which sets out related party disclosures.

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SECRETARIAL AUDITOR :

The Board has appointed S. Rath & Co., Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2022-23. The Secretarial Audit Report for the financial year ended 31st March, 2023 is annexed herewith to this report.

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

EXTRACT OF ANNUAL RETURN :

As provided under Section 92(3) & 134(3)(a) of the Act, the Annual Return for FY 2022-23 is uploaded on the website of the Company and can be accessed at www.ngind.com.

DEPOSITS :

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

SECRETARIAL STANDARDS:

The Company is in compliance with applicable Secretarial Standards issued by the Institute of Company Secretaries of India, New Delhi.

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.

Place : Kolkata
Date: 19th day of May, 2023

For and on behalf of Board of Directors

Rajesh Goenka
Chairman

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH , 2023

[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;

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) for the Financial Year ended 31st March 2023. 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, the explanations and clarifications given to us and the representations made by the management, 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, 2023 (hereinafter called the '**Audit Period**'), generally 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 on these secretarial records. Our report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.

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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, 2023 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 **(Not Applicable to the Company during the Audit Period);**

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

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable as the Company has not issued any shares during the Audit Period);**
- e) The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations 2021;**(Not Applicable as the Company has not issued any shares/ options to directors/ employees under the said regulations during the Audit Period);**
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ;**(Not Applicable as the Company has not issued and listed debt securities during the Audit Period);**
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act 2013 and dealing with client; **(Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the Audit Period);**

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- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable as the Company has not delisted/proposed to delist its equity shares from any stock exchange during the Audit Period);** and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable as the Company has not bought back/ has proposed to buy back any of its securities 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/Regulations of the following:

- 1. Secretarial Standards with regard to Meetings of Board of Director (SS-1) and General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

We report that during the Audit period, the Company has generally complied with the provisions of the applicable Act, Rules, Regulations, Guidelines, Standards, etc.

- 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. There were no changes during the year under review in the composition of the Board of Directors of the Company.
- 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.

Contd....

8. All decisions of the Board and Committees were carried through unanimous approval and there was no minuted instance of dissent in Board or Committee meetings.
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 except the appointment of M/S. M. R. Singhwi & Co., Chartered Accountant of Kolkata as Statutory Auditor for a period of 5 years commencing from 1st April 2022 till 31st March 2027 at the Annual General Meeting held on 24th Day of September, 2022
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.
Practicing Company Secretaries

Date : 19.05.2023
Place:Kolkata

Sahadeb Rath
Proprietor
Membership No.-A13298
CP No.-3452
UDIN- A013298E000337875
Peer Review certificate No.-3357/2023

Secretarial Audit Report (Contd.)

***(To the Secretarial Audit Report of M/s. N G Industries Limited
for the financial year ended 31/03/2023)***

**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 31/03/2023 of even date is to be read along with this letter.

1. Maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations, to ensure that the systems are adequate and operate effectively, is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to the secretarial compliances 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. Our Audit examination is restricted only upto legal compliances of the applicable laws to be done by the Company, we have not checked the practical aspects relating to the same.
4. Wherever our Audit has required our examination of books and records maintained by the Company we have relied upon electronic versions of such books and records, as provided to us through online communication and wherever required we have obtained reasonable assurance whether the statements prepared, documents or records, in relation to secretarial audit maintained by the company are free from misstatement.
5. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company as well as the correctness of the values and figures reported in various disclosures and returns as required to be submitted by the company under specific laws, though we have relied to a certain extent on the information furnished in such returns.
6. We have held discussion with the management on several points and wherever required, we have obtained the Management representation about the compliance of laws, rules, Standards and regulation and happening of events etc.

Contd----

7. 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.
8. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.
9. The Contents of this Report has to be read in conjunction with and not in isolation of the observations, if any, ,in the report(s) furnished /to be furnished by any other auditor(s)/agencies/authorities with respect to the company.
10. 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.
Practicing Company Secretaries

Date : 19.05.2023

Place:Kolkata

Sahadeb Rath
Proprietor
Membership No.-A13298
CP No.-3452
UDIN- A013298E000337875
Peer Review certificate No.-3357/2023

N G INDUSTRIES LTD

CORPORATE GOVERNANCE REPORT

COMPANY VISION:

Our vision for the next phase of development is to be considered amongst the best in Kolkata for affordable Healthcare by the “Common Citizen”.

MISSION STATEMENT:

Our mission is to bring Complete Healthcare of excellent standards in an affordable manner to all Citizens.

1. Company’s Philosophy on Corporate Governance:

N G Industries Ltd has over the years endeavored to follow a good practice of Corporate Governance. N G Industries Ltd’s business objective and that of its management and employees is to provide world class Healthcare at economical rates to citizens. In addition to compliance with regulatory requirements, N G Industries Ltd endeavors to ensure that standards of ethical and responsible conduct are met, throughout the organization. We believe that Corporate Governance is dependent on transparency, maximum disclosures, un-biased monitoring and being fair to all including shareholders, especially minority shareholders.

2. Board of Directors

The Board is entrusted with the ultimate responsibility of the management, affairs, directions and performance of the Company and has been vested with requisite powers, authorities and duties.

Composition of Board of Directors:

During the financial year ending 31st March, 2023, your Company’s Board was duly constituted in accordance with the requirements laid down under the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and Regulation 17(1) of SEBI Listing Regulations. As on 31st March, 2023, the Board comprised of 4 (four) Directors, out of which 2 (two) is Independent Directors, 1 (one) is Non-Executive Promoter Director and 1 (one) is Executive Promoter Director (Whole-time Director) with considerable experience in their respective fields. In compliance with the requirements of the Act and SEBI Listing Regulations, the Company has 1(one) Woman Director on its Board.

The Chairman provides overall direction and guidance to the Board. Presently, Mr. Rajesh Goenka, Executive Director of the Company is responsible for the overall implementation of the decisions and policies framed by the Board.

As on date of this report, your Board is duly constituted in compliance with the Act and SEBI Listing Regulations.

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

Independent Directors

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

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

In accordance with Clause VIII of Schedule IV to the Act and Regulation 17(10) of SEBI Listing Regulations, the Board of Directors has evaluated the performance of Independent Directors as per the criteria laid down in the Nomination and Remuneration policy and in line with the Policy on Evaluation of Directors and Board of the Company.

During the year under review, the Independent Directors, in accordance with Regulation 25(3) of the SEBI Listing Regulations and clause VII of Schedule IV to the Act, met exclusively for a meeting on 7th February, 2023, without the presence of Executive Director, Non-Executive Promoter Director or Managerial Personnel, to review the performance of Non-Independent Directors and the Board, as a whole. The Meeting was attended by all the Independent Directors of the Company. The Independent Director also reviewed the performance of the Chairman of the Company, taking into account, the views of the Non-executive Directors and assessed the quality, quantity and timeliness of flow of information between the Management and the Board.

All the Independent Directors have also confirmed that their names are duly registered in the data bank of Independent Directors as maintained by The Indian Institute of Corporate Affairs in terms of Rule 6 of The Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board has also laid down a policy for familiarization of the Independent Directors with the operations of the Company, as well as to make them aware about their rights, responsibilities and liabilities as an Independent Director. The details of the policy on Familiarization Program of the Independent Directors are available on the website of the Company and can be accessed at the link: <http://www.ngind.com/docs/Board%20Familiarisation%20Plan.pdf>

Mr. Raj Kumar Bajoria was appointed as the lead Independent Director with effect from 13th November, 2015. All Independent Directors have given necessary disclosures under section 149(7) of the Act read with Regulations 16(1) (b) of SEBI Listing Regulations.

N G INDUSTRIES LTD

Report on Corporate Governance (contd.)

Non-Executive Directors' Compensation and Disclosures

Remuneration to the Non-executive Directors and Independent Directors are paid only after the approval of the Board and Members of the Company. At present, sitting fees paid for attending Meeting of the Board of Directors is Rs. 4,000/- each, which is subject to deduction of tax at source. Details of sitting fees paid to them are given at respective places in this report. As per Remuneration Policy of the Company, all Non-Executive and Independent Directors are not entitled to any remuneration except for sitting fees.

Other Provisions as to Board and Committees

Your company's Board plays an important role in ensuring good Corporate Governance and functioning of the Company. All information, as applicable and specified in Regulation 17(7) read with Schedule II Part A of SEBI Listing Regulations are regularly placed before the Board. Agendas and notes on Agenda are circulated to the Directors in advance before each Meeting of the Board and Committees for facilitating meaningful and focused discussions at the Meetings.

The members of the Board have complete freedom to express their opinion and the decisions are taken after detailed discussions.

The Board meets at least once in a quarter and at least four times in a year to review and approve the quarterly Financial Results and operations of the Company. Apart from the above, Board Meetings are convened, as and when required, by giving proper notice. The intervening period between two Board Meetings is within the maximum gap of 120 days between any two consecutive Meetings as specified in Regulation 17(2) of SEBI Listing Regulations and Section 173(1) of the Act. Further, the Circulars, Regulations and Guidelines issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India and other relevant regulatory authorities in view of the pandemic pertaining to Board/ Committee meetings, General Meetings and other provisions of the Act, Rules and Regulations have been complied with by the Company.

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

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

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

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

The details of Directors with regard to outside Directorships and Committees positions, as well as Board Meeting / Annual General Meeting (AGM) as on 31st March, 2023 are as follows:

Sl. No.	Name of Director	Category of Director	Attendance during 2022-23		No. of Directorship(s)/ Chairmanship in other companies #	No. of Membership(s) / Chairmanship(s) in outside Committee *	Name of listed entities where he/she is a Director and category of Directorship
			Board Meeting	Last AGM held on 24th September, 2022 (VC/OAVM)			
1.	Mr. Rajesh Goenka	Executive, Promoter Chairman	4	Yes	2	-	UNO Metals Ltd (Non-Executive Promoter Director)
2.	Mr. Raj Kumar Bajoria	Non-Executive, Independent	4	No	1	-	-
3	Mr. Jagdish Chand Kumbhat	Non-Executive, Independent	4	Yes	-	-	-
4.	Mrs. Neha Goenka	Non-Executive, Non-Independent	4	Yes	-	-	-

do not include Directorship in Foreign Companies and Company covered under Section 8 of the Act.

* excludes private limited companies, Foreign Companies and Company under Section 8 of the Act. It only includes Audit Committee and Stakeholders Relationship Committee.

None of the above mentioned Directors hold Directorship in more than 10 (ten) Public Companies. Further none of them is a member of more than 10 (ten) Committees or Chairman of more than 5 (five) Committees as specified in Regulation 26 of SEBI Listing Regulations, across all Companies in which he/she is Director. Necessary disclosures as required under the Act and SEBI Listing Regulations have been made by the Directors.

None of the Independent Directors are acting as Independent Director in more than seven listed Companies.

As on date, none of the Directors are related to inter-se except for Mr. Rajesh Goenka, who is the father of Mrs. Neha Goenka.

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

Core Skills / Expertise/ competencies

The Board of Directors of the Company have identified the following core skills/expertise/competencies for it to function effectively:

1. Entrepreneurship
2. Leadership
3. Financial Knowledge
4. Corporate Management

The present Board has the aforesaid skills/expertise/competencies for taking decisions and framing policies and strategies for the Company. In the opinion of the Board of Directors, the Independent Directors fulfill the conditions specified in the listing regulations and are independent of management.

Code of Conduct

The Code of Conduct was last amended and adopted by the Board of Directors on 14.02.2020 is applicable to all its Board Members, Key Managerial Personnel and Senior Management Personnel of the Company including all Executives from the General Manager Grade and above. The Code of Conduct attempts to set forth the guiding principles on which the Company shall operate and conduct its daily business with its multitudinous stakeholder viz. shareholders, customers, creditors, employees, government, regulatory agencies, media and society at large. The Code of Conduct also contains the duties of the Independent Directors as laid down in Schedule IV to the Act. The code may be accessed on the Company's website at the link <http://www.ngind.com/docs/Code%20of%20Conduct.pdf>

Whistle Blower Policy

The Company has put in place a Whistle Blower Policy in compliance with the provisions of the Act and SEBI Listing Regulations. The said policy provides for a formal vigil mechanism for all employees and Directors of the Company, to report to the Chairman of the Audit Committee of the Company, genuine concerns or grievances about the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy also provides adequate safeguards against victimization. The whistle blower policy may be accessed on the Company's website at the link: <http://www.ngind.com/docs/Whistle%20Blower%20Policy.pdf>. Your Board affirms that no person has been denied access to the Chairman of the Audit Committee. The above policy was last revised by Board on 14.02.2020.

Policy for Determination of Materiality of Events/Information and Archival Policy

In accordance with Regulation 30 of SEBI Listing Regulations, the Company has framed a Policy for determination of Materiality of Events/Information which provides guidance to the Board, Management and staff on the assessment of materiality of events, which will have bearing on the performance / operation of the Company. Further the Company has an Archival Policy in line with the requirements of SEBI Listing Regulations to ensure that information relating to Company is adequately disclosed on its website as required by law. The said policy has been approved by Board on 14.02.2020 and can be accessed at the link: <http://www.ngind.com/docs/Policy%20for%20Determination%20of%20Materiality%20of%20Events.pdf>

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

3. Audit Committee

The Company has a qualified and Independent Audit Committee with powers and role that are in accordance with Section 177 of the Act and Rules, made there under and Regulations 18 of SEBI Listing Regulations, which act as link between the Management, Statutory Auditor, Internal Auditor and the Board of Directors and oversees the financial reporting process.

The composition of the Audit Committee is as follows:

Sl. No.	Name of Director	Category	Designation
1.	Mr. Jagdish Chand Kumbhat	Independent	Chairperson
2.	Mr. Raj Kumar Bajoria	Independent	Member
3.	Mr. Rajesh Goenka	Executive Promoter	Member

The Company Secretary acts as the Secretary to the Committee. The Chairperson of the Audit Committee was present at the last AGM held on 24th September, 2022. Out of the above, Mr. Jagdish Chand Kumbhat and Mr. Raj Kumar Bajoria are highly experienced in accounting and financial aspects as well as Corporate laws.

Brief terms of references of the Audit Committee

The role and terms of reference of the Audit Committee covers the areas mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 besides other terms as may be referred to by the Board of Directors. These include oversight of Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible; reviewing annual and quarterly financial statements with the management before submission to the Board; reviewing the adequacy of internal control systems with the management, external and internal auditors and reviewing the Company's financial risk and management policies. Audit Committee also oversees the Whistle Blower Policy implementation. Audit Committee also oversees & approves Related Party Transactions and disclosures of all Directors, senior management employees for submission to the Board.

Audit Committee Meetings and attendance during the year

During the year 2022-23, four Audit Committee Meetings were held on 27.05.2022, 12.08.2022, 14.11.2022 & 14.02.2023.

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

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

4. Nomination & Remuneration Committee

Your Company, through its Board of Directors has set up a Nomination and Remuneration Committee (NRC). The role of the said Committee is in accordance with Section 178 of the Act read with Rules made there under, and Regulation 19 of SEBI Listing Regulations. Mr. Raj Kumar Bajoria, Chairperson of the NRC, was not present at the last Annual General Meeting of the Company held on 24th September, 2022.

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

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

The role of the NRC during the year under review includes the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on Board diversity of Directors.
4. Identifying persons who are qualified to become Directors and who may be appointed as Key Managerial Personnel and Senior Management positions in accordance with the criteria laid down in the Company's Nomination and Remuneration Policy, and recommend to the Board, their appointment and removal.
5. Whether to extend or continue the term of appointment of Independent Director, on the basis of report of performance evaluation of Independent Directors.
6. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

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

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

5. Subsidiary Companies

The Company does not have any Subsidiary/ Subsidiaries within the meaning of the Companies Act, 2013.

6. Disclosure of issue proceeds

The Company did not make any Public, Rights or Preferential Issue of Securities during 2022-23.

7. Related Party Transaction

Your Company places all the details of related party transactions before the Audit Committee periodically, if any. The Audit Committee reviews in its Meeting, the details of the related party transactions entered into, by the Company. A comprehensive list of related party transactions as required by Ind AS 24, and as prescribed under the Act, forms part of Note No. 23 to Financial Statement in the Annual Report.

All related party transactions are negotiated on an arm's length basis. Omnibus approval for related party transactions are granted by the Audit Committee, subject to the conditions laid down in the Act and Regulation 23 of SEBI Listing Regulations. These transactions are not likely to have any conflict with the interests of the Company at large. During the period under review, the Company has not entered into any material transactions with any of its related parties.

8. Disclosures

(A) Related Party Transactions

Your Company has disclosed that no material transactions, with related parties, have been entered into during the year and the policy on Related Party Transactions can be accessed on the Company's website at the link [:https://ngind.com/docs/Policy%20on%20Related%20Party%20Transactions.pdf](https://ngind.com/docs/Policy%20on%20Related%20Party%20Transactions.pdf). The said policy has been last revised by the Board on 14.02.2020.

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

(B) Disclosure of Accounting Treatment

Your Company has followed all relevant Accounting Standards while preparing the Financial Statements.

(C) Remuneration to Directors

Non-executive/Independent Directors as well as non-executive Chairman will not be entitled to any remuneration except for sitting fees for attending Board Meeting. Independent Directors will enjoy benefits as spelled out in their appointment letters copy of which are available on the Company's website as Draft Appointment Letter-Independent Directors at http://ngind.com/policies_codes.php. All non-executive/Independent Directors will be entitled to reimbursement of expenses for attending board / committee meetings, official visits and participation in various forums on behalf of the Company.

The Company has policy to pay commission on net profits to executive Directors. The details of total remuneration paid to all the Directors of your Company for the year ended on 31st March, 2023 are as follows:

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

Name of Director	Sitting fees	Salary & perks	Total
Mr. Jagdish Chand Kumbhat	16,000	N. A	16,000
Mr. Raj Kumar Bajoria	16,000	N. A	16,000
Mr. Rajesh Goenka	N.A	21,66,000	21,66,000
Mrs. Neha Goenka	-*	N. A	Nil

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

The Company does not have any stock option scheme.

All Non-Executive Directors have disclosed their shareholding in the Company. Details of shareholding of Non-Executive Directors are as follows:

Sl. No.	Name of Director	No. of equity shares held as on 31 st March, 2023
1.	Mr. Jagdish Chand Kumbhat	3,100
2.	Mr. Raj Kumar Bajoria	-
3.	Mrs. Neha Goenka	6,00,000

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

(D) Management

1. The Management Discussion and Analysis Report forms part of the Annual Report and are in accordance with the requirements of Schedule V of SEBI Listing Regulations.
2. No material, financial and commercial transactions have been made by the senior management having personal interest, which may have a potential conflict with the interest of the Company at large.
3. The Code of Conduct has been disclosed on the website of the Company.

(E) Shareholders

1. The Company has provided details of the Directors seeking appointment/re-appointment (as per the requirement specified in Regulation 26(4) and 36(3) of SEBI Regulations) in the notice convening the 29th Annual General Meeting of the Company.
2. Out of all the Directors of Company, Mr. Rajesh Goenka and Mrs. Neha Goenka are related to each other. Mr. Rajesh Goenka is the father of Mrs. Neha Goenka.
3. Quarterly results are uploaded in the websites of the Stock Exchanges where the ordinary shares of the Company are listed and are also uploaded on the Company's website.

4. Stakeholders Relationship Committee

The Company has a Stakeholder Relationship Committee of the Board, constituted in accordance with the provisions of Section 178(5) of the Act and Regulation 20 of SEBI Listing Regulations, to specifically look into various matters relating to shareholders/investors, including transfer and transmission of shares, as well as non-receipt of Annual Report, non-receipt of declared dividend, issue of new/duplicate certificates, share certificates after transfers/transmissions, general meeting etc. In addition, the Committee looks into other issues including status of dematerialization / rematerialisation of shares as well as systems and procedures followed to track investor complaints and suggest measures for improvement, from time to time.

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

The role of Committee shall inter-alia include the following:

1. Resolving the grievances of the security holders of the Listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meeting etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrant / annual report / statutory notices by the shareholders of the Company.

At presents, the Stakeholders Relationship Committee comprises of the following Directors viz., Mr. Jagdish Chand Kumbhat (Independent Director) as Chairman and Mr. Raj Kumar Bajoria, Mr. Rajesh Goenka, as Member of the Committee. Mr. Dipak Kumar Shaw acts as the Compliance Officer of the Company. The said Committee met thrice during the year on 14th November, 2022, 23rd December, 2022 and 24th December, 2022.

Details of the attendance are as follows:

Sl. No.	Name of the Member	Attendance
1.	Mr. Jagdish Chand Kumbhat	yes
2.	Mr. Raj Kumar Bajoria	Yes
3.	Mr. Rajesh Goenka	Yes

During the year, no complaints were received by the Company from shareholders regarding non-receipt of Annual Report/Share Certificate. There was no investor complaint pending against the Company as on 31st March, 2023 on SCORES, the web-based complaint redressal system of SEBI.

The Chairman of the Committee was present at the last Annual General Meeting held on 24.09.2022.

5. Compliances by the Company

a) No strictures/penalties have been imposed on the Company by the Stock Exchange or the Securities and Exchange Board of India (SEBI) or any statutory Authority on any matters related to capital markets during the last 3 (three) years. The Company has complied with all the applicable mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations.

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

(F) Prohibition of Insider Trading

NGIL – Code of Conduct for prevention of Insider Trading, as approved by Board of Directors, inter alia, prohibits purchase or sale of securities of the Company by the 'Specified persons' while in possession of unpublished price sensitive information in relation to the Company.

9. Details of General Meetings

Details of last three Annual General Meetings and the summary of Special Resolutions Passed therein as under:

Year	Location	Date & Time	Special Resolutions passed
2019-20	1 st Floor, 37A Dr Meghnad Saha Sarani, Kolkata-700 029	26.09.2020 at 10.30 A.M. through VC/OAVM	No Special Resolutions were passed in this meeting
2020-21	1 st Floor, 37A Dr Meghnad Saha Sarani, Kolkata-700 029	25.09.2021 at 10.30 A.M. through VC/OAVM	To Re-appoint of and remuneration payable to Mr. Rajesh Goenka as whole-time Director
2021-22	1 st Floor, 37A Dr Meghnad Saha Sarani, Kolkata-700 029	24.09.2022 at 10.30 A.M. through VC/OAVM	No Special Resolutions were passed in this meeting

All the Resolutions including the Special Resolutions set out in the respective notices were passed by the Shareholders. No postal ballots were used for voting at these Meetings. At the forthcoming AGM, there is no item on the agenda that needs approval by postal ballot.

There was no Extra-Ordinary General Meeting held in past three years and no resolution was put through postal ballot.

10. Certificate from Whole-time Director and Chief Financial Officer

Certificate from Mr. Rajesh Goenka, Whole time Director and Mr. Santosh Kumar Thakur, Chief Financial Officer, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement with the Stock Exchange for the financial year ended 31st March, 2023 was placed before the Board of Directors of the Company in its meeting held on May 19, 2023. Copies of the same are annexed hereto in this Report.

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

11. Means of Communication

1. The quarterly/half-yearly/annual financial results in the proforma prescribed as per the SEBI Listing Regulations are approved by the Audit Committee and Board of Directors and thereafter filed with the stock exchanges and also published in English and Bengali Newspaper. The results are also available in the Company's website at <https://ngind.com/Quarterlyfinancials.php>.

2. BSE Corporate Compliance & Listing Centre (including XBRL mode) – All periodical compliance filings are filed electronically on the said centre.

3. CSE Compliance – All periodical compliance filings are filed electronically through cse-india.com portal.

4. Management Discussion and Analysis Report forms part of the Director Report.

12. General Shareholders Information :

1.	Corporate Identification Number (CIN) of the Company	L74140WB1994PLC065937
2.	Date, Time and Venue of the Annual General Meeting	29 th Annual General Meeting of the Company will be held on Saturday, 30 th day of September, 2023 at 10.30 A.M. through Video Conference/ Other Audio Video Means. The deemed venue of AGM will be 1 st Floor, 37A, Dr. Meghnad Saha Sarani, Kolkata - 700029
3.	Financial Calendar 2023-24 (tentative and subject to change)	<ul style="list-style-type: none"> Financial Year: April to March First Quarter Result: by second week of August, 2023 Half-yearly Results: by second week of November, 2023 Third Quarter Results: by second week of February, 2024 Audited Results for the year ending 31st March, 2024 by the last week of May, 2024.
4.	Book Closure Period	24 th September, 2023 to 30 th September, 2023 (both days inclusive)
5.	Dividend Payment Date	On or after October 3 but before October 28, 2023.
6.	Listing on Stock Exchanges	i) BSE Limited (BSE) P J Towers, Dalal Street, Mumbai – 400001. ii) The Calcutta Stock Exchange Limited (CSE) 7, Lyons Range, Kolkata – 700001 The Company has paid the Annual Listing fees to BSE & CSE for F.Y. 2022-23.
7.	Stock Code	BSE: 530897 CSE: 10024075
8.	ISIN	INE825C01018
9.	Registrar & Share Transfer Agent (Both Physical & Demat segment)	S.K. INFOSOLUTIONS PRIVATE LIMITED D/42, Katju Nagar Colony, Jadavpur, Kolkata 700032

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

10. Stock Market Data

The month wise High & Low quotations of the Shares Traded during April, 2022 to March, 2023 at CSE and BSE.

Month	The Calcutta Stock Exchange LTD (CSE)			BSE LTD (BSE)		
	Month's High Price	Month's Low Price	volume	Month's High Price	Month's Low Price	volume
April, 2022	-	-	-	84.90	62.35	195127
May, 2022	-	-	-	81.00	60.40	25948
June, 2022	-	-	-	77.90	62.55	23001
July, 2022	-	-	-	74.70	64.00	10978
August, 2022	-	-	-	89.90	67.00	55679
September, 2022	-	-	-	98.90	73.00	86997
October, 2022	-	-	-	88.95	76.05	18276
November, 2022	-	-	-	96.60	77.70	70193
December, 2022	-	-	-	89.80	78.00	24977
January, 2023	-	-	-	90.90	78.80	47933
February, 2023	-	-	-	83.90	73.00	29621
March, 2023	-	-	-	82.00	70.01	23343
Total			-			612073

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

Sl. No.	Category	No of Shares (Issued Equity)	Percentage
1	Promoters	24,96,000	74.50
2	Indian Financial Institutions, Bank, Mutual Funds	-	-
3	Foreign Institutions Investors/ NRIs	14,305	0.42
4	Others	8,40,195	25.08
	Total	33,50,500	100.00

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

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

Shareholding of nominal Value of Rs.	Shareholders Folios		No. of Shares	
	No. of Shareholders	Total (%)	No. of Equity Shares	Total (%)
Upto - 5000	1430	84.97	156834	4.68
5010 - 10000	111	6.60	86974	2.60
10010 - 20000	52	3.09	76377	2.28
20010 - 30000	26	1.54	65520	1.96
30010 - 40000	18	1.07	63842	1.91
40010 - 50000	7	0.42	32794	0.98
50010 - 100000	22	1.31	161247	4.81
100010 - 500000	13	0.77	210912	6.29
500010 - 1000000	0	0.00	0	0.00
1000010 and above	4	0.24	2496000	74.50
Total	1683	100.00	3350500	100.00

iii) Disclosure with respect to shares lying in suspense account

There are no shares lying in suspense account at the beginning as well as at the end of the financial year.

12. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely impact on equity: The Company has not issued any of these instruments so far.

13. Divisions:

1. N G Medicare & Calcutta Hope Infertility Clinic
123A, Rash Behari Avenue, Kolkata – 700029

2. N G Nursing Home
23, Dr. Meghnad Saha Sarani,
Kolkata -700026

3. N G Pharmacy
123A, Rash Behari Avenue, Kolkata - 700029
23, Dr. Meghnad Saha Sarani, Kolkata – 700026

14. Dematerialisation of Shares

The Company has an Agreement with Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL) so that Shareholders of the Company could avail the benefits of the multi depository systems. Up to 31st March, 2023 –3327576 Shares (previous year 3318576 shares i.e. 99.05%) representing 99.32% of the total Share capital are already under demat which has resulted in reducing the physical delivery related problems to a large extent. Entire Promoter shareholding has been dematerialized.

N G INDUSTRIES LTD

Report on Corporate Governance (cont.)

15. Investors correspondence may be addressed to

S.K. Infosolutions Private Limited

D/42, Katju Nagar Colony, Jadavpur, Kolkata - 700032, Tel: 033 2412 0027/29,
email: skcdilip@gmail.com

Or

Secretarial Department, N G Industries Ltd

1st Floor, 37A, Dr. Meghnad Saha Sarani, Kolkata – 700029, Tel: 033 2419 7542/
80175 20040, email : ngmail@ngil.co.in website : www.ngind.com

Shareholders holding Shares in electronic mode should address all their change of registered address to their respective Depository Participants.

16. Declaration by the Whole-time-Director on the Code of Conduct

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Rajesh Goenka, Chairman & Whole-time-Director of N G Industries Ltd declare that all the Board Members and senior Executives of the Company have affirmed their compliance with the Code of Conduct of the Company during the financial year 2022-23.

Place: Kolkata

Date: 19th May, 2023

For and on behalf of the Board

Rajesh Goenka
Chairman

N G INDUSTRIES LTD

Whole-Time-Director and CFO Certification

The Board of Directors
N G Industries Ltd
Kolkata

Re : Financial Statements for the Financial Year 2022-23 Certification by Whole-time-Director & CFO

We, Rajesh Goenka, Whole-time-Director and Santosh Kumar Thakur, CFO of N G Industries Ltd, on the basis of the review of the financial statements and the cash flow statement for the year ended 31st March, 2023 and to the best of our knowledge and belief, hereby certify that -

1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs, and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2023 which are fraudulent, illegal or violative of the company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies in the design or operation of such internal controls of which we are aware and the steps we have taken or propose to take, to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
 - a) Any significant changes in internal control over financial reporting during the year covered by this report.
 - b) All significant changes in accounting policies during the year, if any, and the same has been disclosed in the notes to the Financial Statements.
 - c) Any Instances of significant fraud of which we are aware that involve the Management or other employees who have significant role in the Company's internal control system over Financial Reporting.

Place: Kolkata
Date: 19th May, 2023

Rajesh Goenka
Whole-time Director

Santosh Kumar Thakur
Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **N G Industries Limited having CIN- L74140WB1994PLC065937** and having registered office at **37A, Dr. Meghnad Saha Sarani, First Floor, Kolkata-700029** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause (i) of clause 10 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'SEBI LODR') as amended.

In our opinion and to the best of our information and according to the online verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) carried out by us to the extent possible and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Jagdish Chand Kumbhat	00005412	17/11/1994
2.	Rajesh Goenka	00157319	17/11/1994
3.	Raj Kumar Bajoria	00226530	20/12/1994
4.	Neha Goenka	05215437	16/03/2015

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For. S.Rath & Co.
Practicing Company Secretaries

Date : 19.05.2023

Place:Kolkata

Sahadeb Rath
Proprietor
Membership No.-A13298
CP No.-3452
UDIN- A013298E000337919
Peer Review certificate No.-3357/2023

INDEPENDENT AUDITORS' REPORT

To
The Members of
N G INDUSTRIES LIMITED
Report and Opinion on the Audit of Financial Statements

I. Report on the Audit of the Financial Statements

1. Opinion

- A. We have audited the accompanying Financial Statements of N G Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the year ended on that date, cash flow statement as on 31st March, 2023 and a summary of the significant accounting policies and other explanatory informations (hereinafter referred to as "the Financial Statements").
- B. In our opinion and to the best of our informations and according to the explanations given to us, the aforesaid Financial Statements give the informations required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021. ("AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit for the year ended on that date.

2. Basis for Opinion

We have conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidences that we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

3. Key Audit Matters

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

4. Information other than the Standalone Financial Statements and Auditor's Report thereon

- A. The Company's Board of Directors is responsible for the preparation and presentation of its report (herein after called as "Board Report") which comprises various informations required under section 134(3) of the Companies Act 2013 but does not include the financial statements and auditor's report thereon.

Our opinion on the financial statements does not cover the Board Report and we do not express any form of assurance or conclusion thereon.

- B. In connection with our audit of the financial statements, our responsibility is to read the Board Report and in doing so, consider whether the Board Report is materially inconsistent with the 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 in this Board Report; we are required to report that fact. We have nothing to report in this regard.

4. Management's Responsibility for the Financial Statements

- A. 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 Financial Statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B. In preparing the 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.

5. Auditor's Responsibilities for the Audit of the Financial Statements

- A. 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.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- i) 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 controls.

- ii) Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control systems.
 - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidences 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 evidences 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.
 - v) Evaluate the overall presentation, structure and contents 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
- C. Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.
- D. 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 controls that we identify during our audit.
- E. 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.

II. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the informations 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 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 AS prescribed under Section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021.
 - e) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company as on 31 March 2023 and the operating effectiveness of such controls, refer to our separate Report in Annexure B, wherein we have expressed an unmodified opinion; and
 - f) On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - g) In our opinion, the provisions of Section 143(3)(i) with regard to opinion on internal financial controls with reference to financial statements and operating effectiveness of such controls is not applicable to the company.
2. 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 informations and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations if any on its financial position in its Financial Statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.
 - b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person or entity including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lend or invest in other person or entity identified in any manner whatsoever by or behalf of the Funding Party ("Ultimate

- Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries; and
- c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that representations under sub clause (a) and (b) contain any material mis-statement.
- v. The Company has neither declared nor paid any dividend during the year and has not contravened any provisions of section 123 of the Companies Act, 2013.
- vi. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the informations and explanations given to us, the permissible managerial remuneration paid by the company to its, directors are within the limits specified under section 197 of the companies act 2013 and there is no violation on this account.

6. CARO 2020 REPORT

As required by the Companies (Auditor's Report) Order, 2020 ("the CARO Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, vide order number, S.O. 849 (E) dated 25/02/2020 (CARO-2020); we give in the "Annexure A" to our report, a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable to the Company.

For and on behalf of

M.R. SINGHWI & CO

Chartered Accountants

Firm Registration Number: 312121E

C.A. Bal Krishan Poddar

Partner

Membership Number: 054613

UDIN: 23054613BGZHL1498

Place: Kolkata

Date: 19-05-2023

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Report as required by the Companies (Auditor's Report) Order, 2020 (the CARO Order), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 (Refer to paragraph '7' of our report of even date.

With reference to the Annexure A referred to in the paragraph '7' of the Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2023, we report the following:

1. In respect of the Company's Property, plant and equipment:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment. Further the Company does not have intangible assets.
 - (b) The Company has physically verified all the major property, plant and equipment as per a phased program of verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies reported on such verification were not material and have been properly dealt in the books of accounts.
 - (c) According to the information and explanations given to us, and the records examined by us and based on the examination of the records/deeds provided to us, we report that the title deeds of all the immovable properties other than self-constructed immovable properties (Building and Factory sheds etc.) are held in the name of the Company.
 - (d) The Company has not revalued any of its property, plant and equipments during the year.
 - (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibitions) Act, 1988 (45 of 1988) and rules made there under.
2. (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account

(b) The Company did not have any working capital limits from banks or financial institutions of any kind either during or as at the end of the year, hence clause (ii)(b) of paragraph 3 of the order is not applicable to the company.
3. During the year, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore, the provisions of clause 3(iii)(a) of the said Order are not applicable to the company.
4. In terms of requirement of reporting under clause (iii)(b) of the order; the management has reported that since no loans have been given by the company during the year hence, reporting under clause 3 (iii) (b) of the Order is not applicable.
5. In terms of requirement of reporting under clause (iii)(c) (iii)(d) and (iii)(e); Company has not granted any loans or advances in the nature of loans during the year and is not having any outstanding balance of any loans or advances in the nature of loans at the beginning of the

current year and end of the year. Hence, reporting under clause 3 (iii) (c), (d), (e) of the Order is not applicable.

6. In terms of requirement of reporting under clause (iii)(f) of the order; the management has reported that it has not given any loan during the year to promoters and or to any related party as defined under section 2(76) of Companies Act, 2013.
7. No reporting under clause (iv) of the order is required as the company has not given any loans to any of its Directors or to any other entity covered under section 185 of Companies Act, 2013, and further the provisions of section 186 of Companies Act, 2013 are also not applicable to the Company.
8. In terms of requirement of reporting under clause (v) of the order; it is stated that the company has not accepted any deposits or amounts which are deemed to be deposits during the year under review and has not contravened or violated any provisions of section 73 to 76 of Companies Act, 2013.
9. In terms of requirement of reporting under clause (vi) of the order; as explained to us, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act as the company is not engaged in any manufacturing activity. Therefore, the provisions of Clause (vi) of paragraph 3 of the order are not applicable to the Company.
10. In terms of requirement of reporting under clause (vii)(a) & (b) of the order; in our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect of aforesaid taxes and duties that are outstanding as at March 31, 2023 for a period of more than 6 months from the date they became payable. Further there are no disputes of any type with respect to aforesaid taxes and duties.
11. In terms of requirement of reporting under clause (viii) of the order; there are no transactions not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
12. In terms of requirement of reporting under clause (ix) of the order; it is stated as under:-
 - a) The Company has neither taken nor defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender.
 - b) The company has not been declared a willful defaulter by any bank or financial institution or any other lender.
 - c) The company has neither applied for nor taken any term loans.
 - d) There are no funds raised by the company on short term basis which have been utilized for long term purposes.
 - e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

13. In terms of requirement of reporting under clause (x) of the order; The Company has not raised money by way of initial public offer or further public offer (including debt instruments), or through preferential allotment or private placement of shares or convertible debentures during the year and thus the provisions of section 42 and section 62 of the Companies Act, 2013.
14. In terms of requirement of reporting under clause (xi)(a) of the order; We have not noticed any case of fraud by the company or any fraud on the Company by its officers or employees during the year. The management has not reported any case of fraud during the year.
15. In terms of requirement of reporting under clause (xi)(b) & (c) of the order; According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit. We also did not receive any whistle- blower complaint during the year.
16. In terms of requirement of reporting under clause (xii) of the order; it is reported that the company is not a Nidhi Company and hence no reporting required.
17. In terms of requirement of reporting under clause (xiii) of the order; all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable, and the details thereof have been disclosed in the financial statements, as required by the applicable accounting standards. Identification of related parties were made and provided by the management of the company.
18. In terms of requirement of reporting under clause (xiv) of the order; the company in terms of parameters of capital and turnover provided in section 138 of the Companies Act, 2013, is not required to appoint internal auditors. However the company does have an in-house internal audit system commensurate with nature and size of its business.
19. In terms of requirement of reporting under clause (xv) of the order; the Company has not entered into any non-cash transactions with its directors or persons connected with him/them for the year under review.
20. In terms of requirement of reporting under clause (xvi) of the order; The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a),(b) and (c) of the Order are not applicable to the Company.
Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
21. In terms of requirement of reporting under clause (xvii) of the order; the company has not incurred any cash losses in the current financial year as well in the immediately preceding financial year.
22. In terms of requirement of reporting under clause (xviii) of the order; it is stated that no resignation of Statutory Auditor has taken place during the year under review.
23. In terms of requirement of reporting under clause (xix) of the order; it is stated that on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other informations accompanying the financial statements, and the

auditor's knowledge of the Board of Directors and its management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

24. In terms of requirement of reporting under clause (xx) of the order; according to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
25. In terms of requirement of reporting under clause (xxi) of the order; the company does not have any subsidiary or associate company. Therefore, the company is not required to prepare the consolidated financial statements and no further reporting under this clause is required.
26. In terms of Para 4 of the CARO order it is stated that we, the auditors state that in paragraph 3 of CARO order there were no unfavorable or qualified answers and we have not come across any specific matters on which we were unable to express our opinion.

For and on behalf of

M.R. SINGHWI & CO

Chartered Accountants

Firm Registration Number: 312121E

CA BAL KRISHAN PODDAR

Partner

Membership Number: 054613

UDIN: 23054613BGZHL1498

Place: Kolkata

Date: 19-05-2023

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of N G Industries Limited ('the Company') as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to standalone financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements 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 ('the Guidance Note') 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 the Company's 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 Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, and the Guidance Note issued by the ICAI. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls, 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 auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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 with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

6. A company's internal financial controls with reference to standalone financial statements 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 controls with reference to financial statements include 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; (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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with Reference to Standalone Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For and on behalf of

M.R. SINGHWI & CO
Chartered Accountants
Firm Registration Number: 312121E

CA BAL KRISHAN PODDAR
Partner
Membership Number: 054613

UDIN: 23054613BGZHLD1498

Place: Kolkata
Date: 19-05-2023

N G INDUSTRIES LTD
CIN : L74140WB1994PLC065937
Balance Sheet as at 31st March, 2023

(Rupees in thousands)

Particulars	Note	As at 31st March, 2023		As at 31st March, 2022	
ASSETS					
(1) Non-current assets					
(a) Property, Plant and Equipment					
(i) Tangible Assets	4	51,866.19		55,524.61	
(ii) Intangible Assets	4	60.17	51,926.36	111.18	55,635.79
(b) <u>Financial Assets</u>					
(i) Investments	5	2,22,744.25		1,61,482.00	
(ii) Loans & Advances	6	1,398.72		1,408.51	
(iii) Security Deposits (for supplies & services)		1,215.76	2,25,358.73	1,215.76	1,64,106.27
(2) Current assets					
(a) Inventories	7		6,503.20		28,058.23
(b) <u>Financial Assets</u>					
(i) Trade receivables	8	703.47		7,768.91	
(ii) Cash and cash equivalents	9	17,220.24		13,889.34	
(iii) Bank balances other than (ii) above	9	210.46		218.06	
(iv) Advances Recoverable in Cash or in kind	10	5,273.96	23,408.13	1,864.33	23,740.64
Total Assets			3,07,196.42		2,71,540.93
EQUITY AND LIABILITIES					
(1) Equity					
(a) Equity Share Capital	11		33,505.00		33,505.00
(b) Other Equity	12		2,48,517.91		2,05,605.51
(2) LIABILITIES					
Current liabilities					
(a) <u>Financial Liabilities</u>					
(i) Short-Term Borrowings	13	5,917.37		5,147.81	
(ii) Security Deposits (from doctors)		81.00	5,998.37	83.00	5,230.81
(b) Deferred tax Liabilities (net)	14		6,466.34		15,750.95
(c) Other current liabilities	15		12,708.80		11,448.66
Total Equity and Liabilities			3,07,196.42		2,71,540.93
			-		-

Summary of significant accounting policies & Notes on Accounts 1 - 32

The accompanying notes are an integral part of the financial statements.

In terms of my report of even date

For M.R.SINGHWI & CO.
Chartered Accountants
Firm Regn. No.312121E

(CA BAL KRISHAN PODDAR)
Partner
Membership No. 054613

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

Neha Goenka
Director
(DIN:05215437)

Santosh Kumar Thakur
Chief Financial Officer

Place : Kolkata
Date : 19th day of May, 2023

Dipak Kumar Shaw
Company Secretary

N G INDUSTRIES LTD
CIN : L74140WB1994PLC065937
Statement of Profit and Loss for the year ended 31st March, 2023

(Rupees in thousands)

Particulars	Note No.	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
I Revenue From Operations	16	1,87,034.40	1,84,206.52
II Other Income	17	83,748.18	16,254.34
III Total Income (I+II)		2,70,782.58	2,00,460.86
IV EXPENSES			
Cost of materials consumed	18	68,382.46	65,759.64
Employee benefits expense	19	21,173.18	19,734.65
Finance costs	20	132.60	155.99
Depreciation and amortization expense	4	5,249.56	5,780.51
Other expenses	21	79,354.64	75,843.30
Total expenses (IV)		1,74,292.44	1,67,274.09
V Profit/(loss) before Tax (III-IV)		96,490.14	33,186.77
VI Tax expense:			
(1) Current tax		12,870.00	6,590.00
(2) Deferred tax		307.58	390.49
(3) Income Tax Adjustments for Earlier Years		152.95	115.81
		13,330.53	7,096.30
VII Profit/(loss) for the period		83,159.61	26,090.47
VIII Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		(38,112.65)	84,133.85
(ii) Income tax relating to items that will not be reclassified to profit or loss		9,592.19	(21,174.17)
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		(28,520.46)	62,959.68
IX Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		54,639.15	89,050.15
X Earnings per equity share (for continuing operation):			
(1) Basic/diluted earning per share (EPS) (Rs.)	22	24.82	7.79

Summary of significant accounting policies & Notes on Accounts 1 - 32

For and on behalf of Board of Directors

The accompanying notes are an integral part of the financial statements.

In terms of my report of even date

For M.R.SINGHWI & CO.
Chartered Accountants
Firm Regn. No.312121E

(CA BAL KRISHAN PODDAR)
Partner
Membership No. 054613

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

Neha Goenka
Director
(DIN:05215437)

Santosh Kumar Thakur
Chief Financial Officer

Place : Kolkata
Date : 19th day of May, 2023

Dipak Kumar Shaw
Company Secretary

N G INDUSTRIES LTD
CIN : L74140WB1994PLC065937
Cash Flow Statement for the Year ended 31st March, 2023

(Rupees in thousands)

Particulars	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022
A Cash flow from operating activities		
Profit/(loss) before tax	96,490.14	33,186.77
Adjusted for :-		
- Depreciation and amortisation expense	5,249.56	5,780.51
- Interest Income	(905.59)	(1,710.00)
- Finance costs	132.60	155.99
- Profit/(loss) on sale of Investments	(79,815.06)	(12,918.34)
- Profit/(Loss) Sale of property, plant and equipments	(108.03)	-
- Interest paid - Income Tax	74.03	8.84
- Interest received - Income Tax	-	(92.13)
- Dividend Income	(2,919.50)	(1,626.00)
Operating profit/(loss) before working capital changes	18,198.15	22,785.64
Adjusted for : Working Capital		
- (Increase)/Decrease in trade receivables	7,065.44	(4,488.09)
- (Increase)/Decrease in inventories	21,555.03	(22,321.35)
- (Increase)/Decrease in other assets	(3,409.63)	(1,113.26)
- (Increase)/Decrease in Security deposits paid	-	44.77
- Increase/(Decrease) in other liabilities	1,206.42	(6,818.10)
- (Increase)/Decrease in Security deposits received	(2.00)	(109.06)
Cash generated from operations	44,613.41	(12,019.45)
Net Income taxes (paid) / refunds	(13,025.87)	(5,255.37)
Net cash from operating activities	31,587.54	(17,274.82)
B Cash flow from investing activities		
Capital expenditure on property, plant and equipments including capital advances	(1,622.09)	(7,909.78)
Purchases of investments	(2,21,024.52)	(1,30,864.47)
Sale of Investments	2,01,464.68	1,47,991.35
Sale of property, plant and equipments	190.00	-
Interest Income	905.59	1,710.00
Dividend Income	2,919.50	1,626.00
Net cash used in investing activities	(17,166.84)	12,553.10
C Cash flow from financing activities		
Finance costs	(132.60)	(155.99)
Short-term borrowings	769.56	2,437.11
Payment of Dividend	(11,734.36)	(53.90)
Net cash used in financing activities	(11,097.40)	2,227.22
Net (decrease) / increase in cash and cash equivalents	3,323.30	(2,494.50)
Cash and cash equivalents as at the beginning of the year	14,107.40	16,601.90
Cash and cash equivalents as at the end of the year	17,430.70	14,107.40

Summary of significant accounting policies & Notes on Accounts 1 - 32
The accompanying notes are an integral part of the financial statements.

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For and on behalf of Board of Directors

In terms of my report of even date

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

For M.R.SINGHWI & CO.
Chartered Accountants
Firm Regn. No.312121E

Neha Goenka
Director
(DIN:05215437)

(CA BAL KRISHAN PODDAR)
Partner
Membership No. 054613

Santosh Kumar Thakur
Chief Financial Officer

Place : Kolkata
Date : 19th day of May, 2023

Dipak Kumar Shaw
Company Secretary

N G INDUSTRIES LTD

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

A. Equity Share Capital	(Rupees in thousands)		(Rupees in thousands)	
	As at 31st March, 2023		As at 31st March, 2022	
	Nos of Shares	Rs.	Nos of Shares	Rs.
Particulars				
Balance at the beginning of the reporting period	3350500	33,505.00	3350500	33,505.00
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	3350500	33,505.00	3350500	33,505.00

B. Other Equity	(Rupees in thousands)			(Rupees in thousands)		
	Reserves and Surplus			Others OCI	OCI	Total
	Capital Reserve	General Reserve	Retained Earnings			
Balance as at 01.04.2021	-	33,032.51	83,522.85			1,16,555.36
Changes in accounting policy or prior period errors	-	-	-			-
Restated balance at the beginning of the reporting period		33,032.51	83,522.85			1,16,555.36
Transfer From retained earnings						-
Total Comprehensive Income for the year						-
Net profit after tax for the year			89,050.15			89,050.15
Dividends			-			-
Dividend Distribution Tax			-			-
Transfer to General Reserve			-			-
Balance as at 31.03.2022		33,032.51	1,72,573.00	-	-	2,05,605.51

	Reserves and Surplus			Others OCI	OCI	Total
	Capital Reserve	General Reserve	Retained Earnings			
Balance as at 01.04.2022	-	33,032.51	1,72,573.00			2,05,605.51
Changes in accounting policy or prior period errors		-	-			-
Restated balance at the beginning of the reporting period		33,032.51	1,72,573.00			2,05,605.51
Transfer From retained earnings						-
Total Comprehensive Income for the year						-
Net profit after tax for the year			54,639.15			54,639.15
Dividends			(11,726.75)			(11,726.75)
Dividend Distribution Tax			-			-
Transfer to General Reserve			-			-
Balance as at 31.03.2023		33,032.51	2,15,485.40	-	-	2,48,517.91

N G INDUSTRIES LTD

Notes Forming Part of the Standalone Financial Statements for the year ended 31st March, 2023

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 Business of Healthcare 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 Association (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 19th May 2023.

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 items 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

Earning 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 earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share 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 are 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 notes.

(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 include various patient services delivered through Clinical establishments for Indoor Patient Services as well as Out Patient Services including Diagnostic services and Clinics with Pharmacy, Pathology and Radiology Services, Preventive Healthcare 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 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

4 Property, Plant and Equipments

(Rupees in thousands)

Tangible Assets	Land & Buildings	Airconditioners and Refrigerators	Computers & Printers	Furniture and Fixtures	Vehicles	Electrical & Office equipments	Medical Equipments	Fire Safety Equipments	Intangible Assets- Computers Software	Total
Cost										
At 1 April 2021	65,728.86	4,879.27	7,700.19	20,112.43	1,157.26	10,721.39	47,602.91	1,663.33	674.99	1,60,240.63
Additions	631.61	431.00	760.46	99.34	1,629.04	1,063.73	3,294.60	-	-	7,909.78
Disposals	-	-	-	-	-	-	-	-	-	-
At 31 March 2022	66,360.47	5,310.27	8,460.65	20,211.77	2,786.30	11,785.12	50,897.51	1,663.33	674.99	1,68,150.41
Additions	207.99	99.00	264.95	21.22	-	56.93	972.00	-	-	1,622.09
Disposals	-	-	-	-	(502.85)	-	-	-	-	(502.85)
At 31 March 2023	66,568.46	5,409.27	8,725.60	20,232.99	2,283.45	11,842.05	51,869.51	1,663.33	674.99	1,69,269.65
Depreciation										
At 1 April 2021	25,524.41	3,740.52	7,112.94	18,638.67	953.95	8,307.88	40,763.64	1,222.44	469.66	1,06,734.11
Charge for the year	1,837.47	265.40	381.65	255.24	469.09	774.67	1,623.59	79.25	94.15	5,780.51
Disposals	-	-	-	-	-	-	-	-	-	-
At 31 March 2022	27,361.88	4,005.92	7,494.59	18,893.91	1,423.04	9,082.55	42,387.23	1,301.69	563.81	1,12,514.62
Charge for the year	1,767.40	230.68	355.21	142.25	416.95	643.37	1,577.69	65.00	51.01	5,249.56
Disposals	-	-	-	-	(420.89)	-	-	-	-	(420.89)
At 31 March 2023	29,129.28	4,236.60	7,849.80	19,036.16	1,419.10	9,725.92	43,964.92	1,366.69	614.82	1,17,343.29
Net Block										
At 31 March 2022	38,998.59	1,304.35	966.06	1,317.86	1,363.26	2,702.57	8,510.28	361.64	111.18	55,635.79
At 31 March 2023	37,439.18	1,172.67	875.80	1,196.83	864.35	2,116.13	7,904.59	296.64	60.17	51,926.36

Notes 1. Title deeds of Tangible Assets such as Land & Building are in the name of the Company and it is free hold.

N G INDUSTRIES LTD

Notes to Financial statements for the year ended 31st March, 2023

Note 5 - Non Current Investments			Rupees in thousands				Rupees in thousands	
Quoted	Face Value	Units/ Nos.		Cost Value As at		Fair Market Value As at		
		As at						
		31.03.2023	31.03.2022	31.03.2023	31.03.2022	31.03.2023	31.03.2022	
Investments :-								
Investments in Equity Instruments:								
Dish TV India Ltd.	1	-	10,00,000	-	16,512.72	-	16,350.00	
Dr. Datsons Labs Ltd.	10	1,000	1,000	49.07	49.07	10.00	10.00	
GTPL Ltd.	10	1,00,000	50,000	16,102.20	7,815.11	9,765.00	8,665.00	
HCL Technologies Ltd.	2	15,000	-	13,986.57	-	16,278.75	-	
HDFC Ltd.	2	15,000	-	34,930.88	-	39,382.50	-	
ITC Ltd	1	1,00,000	1,50,000	21,505.03	31,194.32	38,350.00	37,597.50	
Lloyds Metals & Energy Ltd.	1	-	5,10,000	-	21,558.19	-	67,651.50	
Mahindra Logistics Ltd.	10	50,000	-	22,191.21	-	17,715.00	-	
Meghmani Organics Ltd.	1	1,50,000	-	14,893.09	-	11,655.00	-	
Mold-Tek Technologies Ltd.	2	50,000	1,00,000	2,905.07	5,332.41	12,205.00	8,070.00	
Oracle Financial Services Software Ltd.	5	8,000	-	23,523.12	-	26,110.00	-	
Subex Ltd.	5	13,00,000	6,00,000	31,567.01	9,945.91	36,920.00	19,290.00	
UPL Ltd.	2	20,000	5,000	13,559.98	3,430.60	14,353.00	3,848.00	
Total				1,95,213.23	95,838.33	2,22,744.25	1,61,482.00	

Notes:

1.The Company has pledged some shares, out of its investments, towards margin money for Stock Exchange operations, in favour of NSE through, a stock broker. (List is in Notes to Account)

2.The Company invested in shares cost value of Rs.19,52,13,235/- at the end of the Financial year which is within the limit prescribed in section 186 of the companies ACT, 2013 calculated @60% of paid-up Shares Capital Rs.3,35,05,000 & 100% of Free Reversers in aggregate Rs.24,85,17,916/- at the year end.

N G INDUSTRIES LTD

Notes to Financial statements for the year ended March 31, 2023

Notes to Financial Statements for the year ended March 31, 2023								
Note 6 - Financial Assets			(Rupees in thousands)			(Rupees in thousands)		
			As at 31st March, 2023			As at 31st March, 2022		
Loans & Advances								
(Unsecured, considered good)								
Advance Payments of Taxes (Net of Provisions)								
Total								
			1,398.72			1,408.51		
			1,398.72			1,408.51		
			(Rupees in thousands)			(Rupees in thousands)		
Note 7 - Inventories			As at 31st March, 2023			As at 31st March, 2022		
Inventories								
Stock-in-trade in medical assessories								
(Per Inventories taken valued and certified by the management)								
Medical Consumables & Others								
Postage & Stamps								
Stock in Linen			6,500.18			28,055.12		
			3.02			3.11		
			-			-		
			6,503.20			28,058.23		
Total			6,503.20			28,058.23		
Note 8 - Trade Receivables			As at 31st March, 2023			As at 31st March, 2022		
Unsecured, considered good								
Others								
			703.47			7,768.91		
Total			703.47			7,768.91		
Trade Receivables: For year ended 31st March, 2023								
Particulars		Outstanding for following period from due date of payment						
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 year		
Undisputed								
(a) Considered good		703.47	-	-	-	-	703.47	
Trade Receivables : For year ended 31st March, 2022								
Particulars		Outstanding for following period from due date of payment						
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 year		
Undisputed								
(a) Considered good		5,549.28	2,153.99	32.36	23.08	10.20	7,768.91	
			(Rupees in thousands)			(Rupees in thousands)		
Note 9- Cash and bank balances			As at 31st March, 2023			As at 31st March, 2022		
Cash and cash equivalents:								
Cash on hand								
In Current Accounts								
In Fixed Deposits Accounts								
- Deposits with more than 12 Months Maturity								
- Others			13100.000 C.Y./13000.00 P.Y.			13,312.85		
			303.92 C.Y. /312.85 P.Y.			13,889.34		
11,513.49 Total			17,220.24			13,889.34		
Other bank balances:								
Gratuity Fund Trust Account								
Unpaid Dividend Account								
Total								
			1.00			1.00		
			209.46			217.06		
			210.46			218.06		
			210.46			218.06		

N G INDUSTRIES LTD

Notes to Financial statements for the year ended 31st March, 2023

(Rupees in thousands)

	As at 31st March, 2023		As at 31st March, 2022	
	Rs.	Rs.	Rs.	Rs.
Note 10 - Advances Recoverable in Cash or in Kind				
Advances Recoverable in Cash or in Kind				
(Unsecured, considered good)				
Advances to Suppliers	4,424.77		1,067.40	
Advances to other parties	216.24		216.07	
Interest Receivable	53.22		58.55	
Interest Accrued but not Due on FD	515.44		296.02	
Staff Advance	63.00		225.00	
Balance in Electronic cash Ledger of GST	1.29		1.29	
Advance Payment of Taxes (Net of Provisions)	-	5,273.96	-	1,864.33
Total		5,273.96		1,864.33
	As at 31st March, 2023		As at 31st March, 2022	
	Nos	(Rupees in thousands)	Nos	(Rupees in thousands)
Note 11 - Share capital				
<u>Authorised Share Capital :-</u>				
Equity Shares of Rs.10 each	3500000	35,000.00	3500000	35,000.00
<u>Issued, Subscribed & Paid up :-</u>				
Equity Shares of Rs.10 each	3350500	33,505.00	3350500	33,505.00
(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) Statement of Changes in Equity				
(i) Current reporting period 2022-2023				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
No of Shares	No of Shares	No of Shares	No of Shares	No of Shares
3350500	-	3350500	-	3350500
(ii) Previous reporting period 2021-2022				
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
No of Shares	No of Shares	No of Shares	No of Shares	No of Shares
3350500	-	3350500	-	3350500

N G INDUSTRIES LTD

Notes to Financial statements for the year ended 31st March, 2023

(c) Details of shareholders holding more than 5% of total number of equity shares:

	As at 31st March, 2023		As at 31st March, 2022	
	<u>Nos</u>	<u>% holding</u>	<u>Nos</u>	<u>% holding</u>
(a) Neha Goenka	600000	17.91%	600000	17.91%
(b) Rajesh Goenka	596000	17.79%	596000	17.79%
(c) Ritu Goenka	700000	20.89%	700000	20.89%
(d) Varsha Goenka	600000	17.91%	600000	17.91%

(d) Statement of Changes in Equity during the year between promoters

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period	Changes in %
Name of Promoters		No of Shares	No of Shares		
(i) Neha Goenka	-	600000	-	600000	0.00%
(ii) Rajesh Goenka	-	596000	-	596000	0.00%
(iii) Ritu Goenka	-	700000	-	700000	0.00%
(iv) Varsha Goenka	-	700000	-	700000	0.00%

Dividends

The following dividends were declared and paid by the Company during the year.

	31.03.2023	31.03.2022
Dividend Paid in %age	35.00	-
Dividend per Share in Rs.	3.50	-
Total Amount of Dividend	1,17,26,750	-

N G INDUSTRIES LTD

Notes to Financial Statements for the year ended 31st March, 2023

Note-12 Other Equity

(1) Current reporting period 2022-2023

	(Rupees in thousands)			(Rupees in thousands)		
	Reserves and Surplus			Others OCI	OCI	Total
	Capital Reserve	General Reserve	Retained Earnings			
Balance as at 01.04.2022	-	33,032.51	1,72,573.00			2,05,605.51
Changes in accounting policy or prior period errors		-	-			-
Restated balance at the beginning of the reporting period		33,032.51	1,72,573.00			2,05,605.51
Transfer From retained earnings		-				-
Total Comprehensive Income for the year						-
Net profit after tax for the year			54,639.15			54,639.15
Dividends			(11,726.75)			(11,726.75)
Dividend Distribution Tax			-			-
Transfer to General Reserve			-			-
Balance as at 31.03.2023		33,032.51	2,15,485.40	-	-	2,48,517.91

(2) Previous reporting period 2021-2022

	(Rupees in thousands)			(Rupees in thousands)		
	Reserves and Surplus			Others OCI	OCI	Total
	Capital Reserve	General Reserve	Retained Earnings			
Balance as at 01.04.2021	-	33,032.51	83,522.85			1,16,555.36
Changes in accounting policy or prior period errors		-	-			-
Restated balance at the beginning of the reporting period		33,032.51	83,522.85			1,16,555.36
Transfer From retained earnings						-
Total Comprehensive Income for the year						-
Net profit after tax for the year			89,050.15			89,050.15
Dividends			-			-
Dividend Distribution Tax			-			-
Transfer to General Reserve			-			-
Balance as at 31.03.2022		33,032.51	1,72,573.00	-	-	2,05,605.51

N G INDUSTRIES LTD

Notes to Financial statements for the year ended 31st March, 2023

(Rupees in thousands)		
	As at 31st March,2023	As at 31st March,2022
Note 13 - Short Term Borrowings		
Secured :		
<u>Loans repayable on demand</u>		
From a Bank-HDFC Bank Ltd.	-	4,864.86
Secured By pledge of Fixed Deposits		
(Bank Over draft utilised as per Bank Statement as on (31.03.2022 Rs.1553.57/-) and the difference of & (as on 31.03.2022 Rs. 3311.29/-) are due to cheques issued but not encash by parties as per BRS)		
 <u>Loans repayable on demand</u>		
From a Bank-Yes Bank Ltd.	5,917.37	282.95
Secured By pledge of Fixed Deposits		
(Bank Over draft utilised as per Bank Statement as on 31.03.2023 Rs.6173.74 & (31.03.2022 Rs.350.38/-) and the difference of Rs.256.37 as on 31.03.2023 & (as on 31.03.2022 Rs. 67.43) are due to cheques issued but not encash by parties as per BRS)		
 All Borrowings are payable on demand and there is no current maturity of long term borrowing		
Total	5,917.37	5,147.81
Note 14 - Recognised deferred tax assets and liabilities		
	(Rupees in thousands)	
	As at 31st March,2023	As at 31st March,2022
Deferred tax assets and liabilities are attributable to the following :-		
Deferred Tax Assets -as at 01/04/2022	-	5,813.70
Tax impact on difference between book value of depreciable assets and written down value for tax purpose		
Deferred Tax Liabilities	15,750.95	
Deferred Tax Assets-During the year	(9,284.61)	21,564.65
Tax impact on brought forward lossess and unabsorbed depreciation for tax purposes		
 Net Deferred tax Liabilities	6,466.34	15,750.95
Total		
Note 15 - Other current liabilities	As at 31st March,2023	As at 31st March,2022
(a) Liabilities for Expenses	960.28	1,304.55
(b) ESI Payable	31.73	32.02
(c) Books Over drafts (Due to Reconciliation)	9,711.72	8,201.30
(d) Demat Charges payable	4.74	-
(e) Goods & Services Tax (Net of Payment)	157.00	116.19
(f) PF & FPF Payable	321.84	301.72
(g) Professional Tax	0.31	0.57
(h) Tax Deducted at Source	568.14	592.99
(i) Unpaid Dividend	209.45	217.06
(j) Provisions of Income Tax (Net of Provisions)	743.59	682.26
Total	12,708.80	11,448.66

N G INDUSTRIES LTD

Notes to Financial statements for the year ended 31st March, 2023

	(Rupees in thousands)	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Note 16 - Revenue from operations		
Sale of products :-		
Medical Centre Revenue	1,87,034.40	1,84,206.52
(Including Trading Sales FY 2022-23-Rs.36170.45 & FY 2021-22 RS.32968.39)		
Total	1,87,034.40	1,84,206.52
Note 17 - Other income		
Interest Income		
Interest Received -Fixed Deposit	843.52	1,552.83
(On Fixed Deposit TDS.Rs.799,93 Previous year Rs.150.32)		
Interest Received -Others	62.07	65.04
(On Security Deposit TDS Rs.5.72 Previous year Rs.6.40)		
Interest Received -Income Tax	-	92.13
	905.59	1,710.00
Dividend from non-current investments	2,919.50	1,626.00
(On Dividend Received TDS.Rs.291.95 Previous year Rs.162.60)		
Profit/ (Loss) on Sales of Investments	79,815.06	12918.34
Profit/ (Loss) on Sales of Fixed Assets	108.03	-
	82,842.59	14,544.34
Total	83,748.18	16,254.34

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Notes to Financial statements for the year ended 31st March, 2023

(Rupees in thousands)

	For the year ended 31st March, 2023		For the year ended 31st March, 2022	
Note 18 - Cost of materials consumed				
Opening Stock				
Medical & Other Consumables	28,055.12		5,733.92	
Linen	-	28,055.12	-	5,733.92
Purchases				
Medical & Other Consumables	24,235.78		66,228.19	
Purchase of Traded Goods	22,398.82		21,361.61	
Linen	192.92	46,827.52	491.04	88,080.84
		74,882.64		93,814.76
Less : Closing Stock				
Medical & Other Consumables	6,500.18		28,055.12	
Linen	-	6,500.18	-	28,055.12
Cost of Materials Consumed		68,382.46		65,759.64
Total				
Note 19 - Employee benefits expense				
(a) Salaries and Bonus		18,121.64		16,462.63
(b) Staff Welfare Expenses		189.22		171.95
(c) Contribution to Gratuity Fund		442.33		862.99
(d) Contribution to Provident Fund, ESI & Others Funds		2,419.99		2,237.08
Total		21,173.18		19,734.65
Note 20 - Finance costs				
Interest				
Interest Paid on Bank Over Draft- HDFC Bank Ltd. & Yes Bank		132.60		155.99
Total		132.60		155.99
Note 21 - Other Expenses				
Advertisement Charges		118.20		208.84
Ambulance Charges		181.10		156.90
Annual Maintenance Charges		1,878.78		1,709.72
Payment to Auditors *		103.10		88.00
Bank Charges		654.34		765.73
Conveyance Expenses		1,965.49		1,758.13
Directors' Sitting Fees		37.76		47.20
Electricity Charges		3,218.68		3,100.77
Fees & Subscription		302.51		246.53
General Charges		144.64		308.66
Hire Charges		208.02		91.81
Housekeeping & Kitchen Expenses		3,903.11		3,678.66
Insurance Charges		201.28		239.45
Interest Paid -Income Tax		74.03		8.84
Laundry Expenses		193.64		189.94
Listing Fees		401.20		383.50
Miscellaneous Expenses		105.08		77.69
OT/Ward Support Services		5,463.52		5,113.73
Postage & Couriers Charges		209.46		161.90
Printing and Stationery		2,016.16		1,702.26
Professional Service Fees - Medical & Others		49,538.40		46,487.71
Rates and Taxes		815.47		1,195.67
Rent Paid		660.00		660.00
Repairs & Maintenance		1,340.39		1,267.20
Security Charges		1,001.14		965.10
Telecommunication Expenses		416.53		434.40
Testing Charges		1,915.83		2,813.70
Travelling Expenses		23.00		97.61
Upkeep Expenses		1,933.79		1,512.25
Vehicles Up-Keep		329.99		371.40
Total		79,354.64		75,843.30

N G INDUSTRIES LTD

Notes to Financial statements for the year ended 31st March, 2023

(Rupees in thousands)

Notes : 21 -Cont.....	For the year ended 31st March, 2023	For the year ended 31st March, 2022
* Payment to Auditors includes :-		
Statutory Audit Fees	70.80	60.00
Tax Audit Fees	10.00	10.00
Internal Audit Fees	7.50	10.00
GST Audit Fees	-	5.00
Certification Charges	14.80	3.00
	103.10	88.00
Total	103.10	88.00
Notes : 22		
Earning per share (EPS)		
Profit after Tax	83,159.61	26,090.47
Weighted average number of equity shares outstanding during the year	33,50,500	33,50,500
Nominal value of equity per share (Rs.)	10	10
Basic/diluted earning per share (EPS) (Rs.)	24.82	7.79

Notes : 23

Disclosures of related party transactions (as identified & certified by the management):

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) **Associate / Joint Venture Concerns** : Nil
- (b) **Key Management Personnel** :
- (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) **Relatives of Key Management Personnel**
- (i) Ms. Ritu Goenka
 - (ii) Miss. Varsha Goenka
- (d) Enterprise owned or significantly influenced by Key Management Personnel and their relatives : Nil

(Rupees in thousands)

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 -Rajesh Goenka	-	2,166.00	-	-
Managerial remuneration -Santosh Kumar Thakur	-	767.27	-	-
Managerial remuneration -Dipak Kumar Shaw	-	461.89	-	-
Directors' Sitting Fees-Jagdish Chand Kumbhat	-	16.00	-	-
Directors' Sitting Fees-Raj Kumar Bajoria	-	16.00	-	-
Dividend Paid- Rajesh Goenka	-	2,086.00	-	-
Dividend Paid- Jagdish Chand Kumbhat	-	10.85	-	-
Dividend Paid- Neha Goenka	-	2,100.00	-	-
Dividend Paid- Ritu Goenka	-	-	2,450.00	-
Dividend Paid- Varsha Goenka	-	-	2,100.00	-
Rent to Rajesh Goenka	-	540.00	-	-
Rent to Ritu Goenka	-	-	120.00	-

N G INDUSTRIES LTD

Notes to Financial statements for the year ended 31st March, 2023

Notes : 24		As at 31st March,2023 Rs.	As at 31st March,2022 Rs.	Change in %	Reason fo change
Accounting Ratio					
(a)	Current Ratio (Current Assets/ Currrent Liabilities)	1.19	1.60	24.03	-
(b)	Debt-Equity Ratio (Borrowings/Equity Share Capital + Reserves & Surplus)	0.02	0.02	-	-
(c)	Debt Service Coverage Ratio (EBITDA/Interest Expenses for the period + Repayment of long term Borrowing)	16.84	7.38	282.24	Increase in profit
(d)	Return on Equity Ratio (Net Profit/ Equity Share Capital+Reserves & Surplus))	0.29	0.11	175.00	Increase in market value
(e)	Intentory Turnover Ratio (Cost of Goods Solds/Inventory)	28.76	6.57	(58.21)	Decrease in Inventory
(f)	Trade Receivables Turnover Ratio (Trade Receivables/ total Turnover)	0.00	0.04	33.33	Decrease in realisation
(g)	Trade Payables Turnover Ratio (Trade Payabale/ Total Liabilities)	-	-	-	-
(h)	Net Capital Turnover Ratio (Annual Sales/ Working Capital (C.A.-C.L.)	39.48	9.51	(52.45)	Decrease in using working capital
(i)	Net Profit Ratio (Net Profit/Revenue from Operation)	44.46	14.16	173.89%	Increase in profit
(j)	Return on Capital Employed (Net Profit+Tax+interest/Total Assets-Current Liabilities)	0.34	0.14	133.33	Increase in profit
(k)	Return on Investment (Increase in market value of Investments/Average value of Investments)	0.43	0.21	518.75	Increase in market value
Notes:					
Expanations is given for any changed in the ratio by more than 25% as compared to the preceeding year in the remark coloum.					

N G INDUSTRIES LTD

Notes to Financial statements for the year ended 31st March, 2023

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 2023. 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.5917.37 thousands. Actual utilisation as per Bank Statement is Rs.6173.74 thousands as on 31st March, 2023. The difference between Balance Sheet amount and physical Bank Account is Rs.256.37 thousands. 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 liability are as follows :-

The Income Tax Assessing Officer has issued revised Assessment Orders u/s 147/143(3) for Assessment Years, 2013-14. The Company's income has been reassessed u/s.147/143(3) with fresh tax demand of Rs.376.47 thousands. This demand has been paid. 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 and subsequently refund along with interest will be received. However, this may involve additional Income Tax penalty liabilities if favourable order is not received from Appeal authorities. The quantum of such liability cannot be determined now. No provision has been made for this contingent liability.

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.682.14 thousands for Assessment Year 2014-15. The demand has been paid. In case of favourable order from the Appeal authorities, the already paid amount will be refunded along with interest. Further, this may involve additional Income Tax penalty liabilities if favourable order is not received from Appeal authorities. The quantum of such liability cannot be determined now. No provision has been made for this contingent liability.

Others :-

Bank Guarantee in favour of CGHS for Rs.200.00 thousands (Previous year Rs.200.00) and in favour of Directorate of ECHS for Rs.200.00 thousands (Previous year Rs.200.00).

Notes : 28

Fixed Deposits & Interest Income

Bank Fixed Deposit to the tune of Rs.2500.00 thousands have been pledged to HDFC Bank Ltd. for Securing Over draft Limit.

Bank Fixed Deposit to the tune of Rs.10000.00 thousands have been pledged to Yes Bank Ltd. for Securing Over draft Limit.

Bank Fixed Deposit as on 31.03.2023 to the tune of Rs.600.00 thousands have been pledged to State Bank of India for Securing Bank Guarantee.

Bank Fixed Deposit as on 31.03.2023 to the tune of Rs.303.92 thousands to PAYTM Bank.

N G INDUSTRIES LTD

Notes to Financial statements for the year ended 31st March, 2023

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 debtors, 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

i 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 2023.

Notes : 32

Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's

Summary of significant accounting policies & Notes on Accounts 1 - 32

For and on behalf of Board of Directors

The accompanying notes are an integral part of the financial statements.

In terms of my report of even date

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

For M.R.SINGHWI & CO.
Chartered Accountants
Firm Regn. No.312121E

Neha Goenka
Director
(DIN:05215437)

(CA BAL KRISHAN PODDAR)
Partner
Membership No. 054613

Santosh Kumar Thakur
Chief Financial Officer

Place : Kolkata
Date : 19th day of May, 2023

Dipak Kumar Shaw
Company Secretary