

# N. G. INDUSTRIES LTD.

CIN-L74140 WB 1994 PLC 065937

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

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September 24, 2016

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

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

Scrip Code No. 10024075

Dear Sirs,

**Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Proceeding and details of the voting results of the 22<sup>nd</sup> Annual General Meeting respectively**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are submitting herewith the details regarding the proceedings of the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company held on Saturday, September 24, 2016 at 10.30 a.m. at the Community Hall, Jay Jayanti Building, 2A, Mandeville Gardens, Kolkata – 700019.

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through ballot paper at the AGM. The above are also being uploaded on the Company's website.

Thanking you,  
Yours faithfully

For N G Industries Ltd.



Rajesh Goenka  
Chairman & Whole Time Director  
DIN: 00157319

N G INDUSTRIES LTD.

A) DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1	Date of the AGM/EGM	Annual General Meeting – Saturday, September 24, 2016
2	Total number of shareholders as on record date	As of Cut-off date i.e. September 17, 2016 – 1334
3	No. of Shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public:	   08 19
4	No. of Shareholders attended the meeting through Video Conferencing:  Promoters and Promoter Group: Public	   Not applicable



B) RESULTS OF THE METING				
Sr. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1.	To receive, consider and adopt: The Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
2	To confirm the payment of Final Dividends on Equity Shares and to declare a Final Dividend on Equity Shares for the financial year 2015-16	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
3	To re-appoint Mr. Rajesh Goenka (DIN 00157319) as director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
4	Ratification of Appointment of Auditors	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
5	Not to fill vacancy due to non re-appointment of Mr. Ashok Kumar Goenka (DIN: 00207232) as Director.	Ordinary	e-voting and ballot paper at the AGM	Passed with Requisite majority
6	To Adoption of Newly substituted Articles of Association	Special	e-voting and ballot paper at the AGM	Passed with Requisite majority





**Resolution No.1 : Ordinary Resolution. To received, consider and adopt the Audited Balance Sheet as at 31, March 2016 and Profit & Loss Account for the ended on that date together with, the Report of the Directors and Auditors' Report thereon .**

Promoter/Public	No. of Share held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoters	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	2,372,700	100.00%	2,372,700	-	100.00%	-
	(A)	2,372,700	100.00%	2,372,700	-	100.00%	-
Public							
B1	Public Institutional holders	-	-	-	-	-	-
B2	Public - Others	977,800	20.740	20,740	-	100.00%	-
	B=[B1+B2]	977,800	20.740	20,740	-	100.00%	-
	Total (A+B)	3,350,500	2,393,440	71.44%	2,393,440	100.00%	-

**Resolution No.2 : Ordinary Resolution. To declare a dividend on equity shares.**

Promoter/Public	No. of Share held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoters	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	2,372,700	100.00%	2,372,700	-	100.00%	-
	(A)	2,372,700	100.00%	2,372,700	-	100.00%	-
Public							
B1	Public Institutional holders	-	-	-	-	-	-
B2	Public - Others	977,800	20.740	20,740	-	100.00%	-
	B=[B1+B2]	977,800	20.740	20,740	-	100.00%	-
	Total (A+B)	3,350,500	2,393,440	71.44%	2,393,440	100.00%	-



**Resolution No.3 : Ordinary Resolution. To appoint a Director in place Mr.Rajesh Goenka (DIN NO.00157319), Who retires by rotation and being eligible, offers himself for re-appointment.**

Promoter/Public	No. of Share held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
<b>Promoters</b>							
A	Promoter & Promoter Group	2,372,700	100.00%	2,372,700	-	100.00%	-
	(A)	2,372,700	100.00%	2,372,700	-	100.00%	-
<b>Public</b>							
B1	Public Institutional holders	-	-	-	-	-	-
B2	Public - Others	977,800	2.12%	20,740	-	100.00%	-
	B=[B1+B2]	977,800	2.12%	20,740	-	100.00%	-
<b>Total (A+B)</b>		3,350,500	71.44%	2,393,440	-	100.00%	-

**Resolution No.4 : Ordinary Resolution. To appoint of M/ S. M.R.Singhvi & Co. as Statutory Auditors and fix their remuneration for the year ended 31st March, 2017**

Promoter/Public	No. of Share held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
<b>Promoters</b>							
A	Promoter & Promoter Group	2,372,700	100.00%	2,372,700	-	100.00%	-
	(A)	2,372,700	100.00%	2,372,700	-	100.00%	-
<b>Public</b>							
B1	Public Institutional holders	-	-	-	-	-	-
B2	Public - Others	977,800	2.12%	20,740	-	100.00%	-
	B=[B1+B2]	977,800	2.12%	20,740	-	100.00%	-
<b>Total (A+B)</b>		3,350,500	71.44%	2,393,440	-	100.00%	-



**Resolution No.5 : Ordinary Resolution. To Not to fill vacancy due to non re-appointment of Mr.Ashok Kumar Goenka DIN NO. 00207232) as Director.**

Promoter/Public	No. of Share held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoters	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	2,372,700	100.00%	2,372,700	-	100.00%	-
	(A)	2,372,700	100.00%	2,372,700	-	100.00%	-
Public	Public Institutional holders	-	-	-	-	-	-
B1	Public - Others	977,800	2.12%	20,740	-	100.00%	-
B2	B=[B1+B2]	977,800	2.12%	20,740	-	100.00%	-
	Total (A+B)	3,350,500	71.44%	2,393,440	-	100.00%	-

**Resolution No.6 : Special Resolution. To Adoption of Newly substituted Articles of Association.**

Promoter/Public	No. of Share held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoters	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter & Promoter Group	2,372,700	100.00%	2,372,700	-	100.00%	-
	(A)	2,372,700	100.00%	2,372,700	-	100.00%	-
Public	Public Institutional holders	-	-	-	-	-	-
B1	Public - Others	977,800	2.12%	20,740	-	100.00%	-
B2	B=[B1+B2]	977,800	2.12%	20,740	-	100.00%	-
	Total (A+B)	3,350,500	71.44%	2,393,440	-	100.00%	-

We have also attached herewith the scrutinizer report on e-voting.

Thanking You,

Your faithfully,

For N G INDUSTRIES LIMITED

*R. V. M.*

Rajesh Goenka  
(Director)  
DIN No.00157319



**S.Rath & Co.**

**SAHADEB RATH**

*B. Com. (Hons.) LL.B., ACS*  
*Practising Company Secretary*

31/1, Chatawala Lane  
2<sup>nd</sup> Floor, Room No.-209  
Kolkata-700012  
Phone- 9830363084  
Email:sahadevrath@yahoo.co.in

Dated: 24.09.2016

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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on the Remote E-voting conducted pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through Ballot paper at the Meeting in respect of the resolutions contained in the notice of the Twenty Second Annual General Meeting of N. G. Industries Limited held on Saturday 24th September, 2016 at 10.30 a.m..

Please find enclosed herewith the Scrutinizer's Report dated 24<sup>th</sup> September 2016 on the Remote E-voting and voting through Ballot paper at the meeting in respect of the 22<sup>nd</sup> Annual General Meeting of N. G. Industries Limited held on 24th September, 2016.

Regards

**S.Rath & Co.**

  
**Sahadeb Rath**

Practicing Company Secretary  
Membership No-13298  
CP No-3452



Place: Kolkata

Enclosure: As above

## **S.Rath & Co.**

### **SAHADEB RATH**

*B. Com. (Hons.) LL.B., ACS*  
*Practising Company Secretary*

31/1, Chatawala Lane  
2<sup>nd</sup> Floor, Room No.-209  
Kolkata-700012  
Phone- 9830363084  
Email:sahadevrath@yahoo.co.in

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

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

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on the Remote E-voting conducted pursuant to the provisions of section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration) Rules,2014 as amended by Companies (Management and Administration) Amendment Rules,2015 and voting through Ballot paper at the Meeting in respect of the resolutions contained in the notice of the Twenty Second Annual General Meeting of N. G. Industries Limited held on Saturday 24th September, 2016 at 10.30 a.m..**

1. I have been appointed as a Scrutinizer by M/s. N G Industries Limited (the Company) by the Board of Directors of the Company in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended, and pursuant to the applicable provisions of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations,2015 to carry out the scrutiny of the Remote E-Voting and Voting through Ballot at the said Annual General Meeting for and in respect of all the 6 resolutions, as mentioned herein below and as contained in the Notice of the said Annual General Meeting ("said AGM", here in after).
2. I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on Saturday , the 24<sup>th</sup> September, 2016 at 10.30 A.M..
3. The Notice dated May 30, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.
4. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be, electronically on e-voting platform provided by National Securities Depository Limited (NSDL) , before 5 PM on 23<sup>rd</sup> September ,2016 in respect of Resolution(s) as set out therein. In E-voting, members had to vote by logging on to





www.evoting.nsdl.com and following the procedure laid down in the notice dated 30<sup>th</sup> May 2016. The E-voting period commenced on Wednesday, September 21, 2016 at 09:00 a.m. (IST) and ended on Friday, September 23, 2016 at 05:00 p.m. and the NSDL remote e-voting platform was blocked thereafter.

5. As per the e-voting module provided by National Securities Depository Limited (NSDL), Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 17th September, 2016 were allowed to cast their vote electronically. The voting rights of shareholders were in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 17th September, 2016. In terms of the said Notice, votes cast through evoting form were considered valid.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 22<sup>nd</sup> Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the Remote e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast in 'favour' or in 'against' the resolutions stated above, based on the reports generated from the e-voting system provided by NSDL the authorised agency engaged by the Company to provide e-voting facility for e-voting and report on poll conducted at the AGM.
7. After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.
8. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting by physical ballots at the AGM Venue the votes cast there under were counted. There was no vote by physical ballots at the AGM Venue.
9. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and voting through ballot paper at the AGM.
10. I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.

### **Ordinary Business**

#### **Item No.1- Ordinary Resolution**

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016 and Profit & Loss Account for the year ended on that date together with the Report of the Directors and Auditors' Report thereon.

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	20	2393440	100.00
Through Ballot	Nil	Nil	Nil
Total	20	2393440	100.00





ii. Voted against the resolution

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

iii. Invalid Votes

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

**Item No.2- Ordinary Resolution**

**To declare a dividend on Equity Shares.**

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	20	2393440	100.00
Through Ballot	Nil	Nil	Nil
Total	20	2393440	100.00

ii. Voted against the resolution

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





iii. Invalid Votes

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

**Item No.3-Ordinary Resolution**

To appoint a director in place of Mr. Rajesh Goenka ( DIN 00157319), who retires by rotation and being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	20	2393440	100.00
Through Ballot	Nil	Nil	Nil
Total	20	2393440	100.00

ii. Voted against the resolution

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

iii. Invalid Votes

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



#### Item No.4-Ordinary Resolution

To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

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

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	20	2393440	100.00
Through Ballot	Nil	Nil	Nil
Total	20	2393440	100.00

ii. Voted against the resolution

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

iii. Invalid Votes

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





## Special Business

### Item No.5-Ordinary Resolution

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

**“RESOLVED THAT Mr. Ashok Kumar Goenka, Director liable to retire by rotation, who does not offer himself for re-appointment be not re-appointed as a Director of the Company and the vacancy so caused on the Board of the Company be not filled-up”.**

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	20	2393440	100.00
Through Ballot	Nil	Nil	Nil
Total	20	2393440	100.00

ii. Voted against the resolution

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

iii. Invalid Votes

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

### Item No.6-Special Resolution

To consider adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as Special Resolution:



**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	20	2393440	100.00
Through Ballot	Nil	Nil	Nil
Total	20	2393440	100.00

ii. Voted against the resolution

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

iii. Invalid Votes

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

Thanking You,

Yours faithfully,

**S.Rath & Co.**

Sahadeb Rath  
Practicing Company Secretary  
Membership No-13298  
CP No-3452  
Dated:-September 24, 2016  
Place:-Kolkata

