

SAHADEB RATH

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

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SCRUTINIZER'S REPORT- EVOTING

To
The Chairman of 20th Annual General Meeting of the members of
N. G. INDUSTRIES LIMITED to be held on 24th September, 2014 at
"The Community Hall, Jay Jayanti Building,
2A, Mandeville Garden, Kolkata-700019


Dear Sir,

1. I have been appointed as a Scrutinizer by the Board of Directors of N.G. Industries Limited (the Company) for the purpose of scrutinizing the e-voting process 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, for passing of Eight Resolutions as contained in the Notice dated 30th May 2014.
2. In E-voting, members had to vote by logging on to www.evoting.nsdl.com and following the procedure laid down in E-voting Form of the notice dated 30th May 2014. The E-voting period commenced on 18th September, 2014 (10.00 am) and ends on 20th September, 2014 (6.00 pm).
3. 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 NSDL, before 6 PM on 20th September, 2014 in respect of Resolution(s) as set out therein.
4. The e-voting module were provided by NSDL. Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 22nd August, 2014 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 22nd August, 2014. In terms of the said Notice, votes cast through evoting form were considered valid.
5. In the E-voting, 25,94,371 votes (77.43%) have been cast by 23 Folios as per the reports generated from the e-voting system provided by NSDL and all the votes were in favour of Resolutions as set in the notice except Resolution Nos. 1,4,8 which was dissented by 1 votes.

I' have annexed with this Report, the details of e-voting and the analysis of the Results of the Resolutions, as contained, in the said Notice.

SAHADEB RATH
Practising Company Secretary
C.P. No.- 3452
Memb. No.- 13298

Item no. of notice	Votes in Favour of the Resolution		Votes against the Resolution		Invalid Votes
	No. of Votes	% of total number of valid votes	No. of Votes	% of total number of valid votes	No. of Votes
<u>Item No.1 of the Notice (as an Ordinary Resolution)</u> <i>To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date together with the Report of the Directors and Auditors' Report thereon.</i>	25,94,370	100.00%	1	0.00%	0
<u>Item No.2 of the Notice(as an ordinary Resolution)</u> <i>To declare a dividend on equity Shares.</i>	25,94,371	100.00%	0	0.00%	0
<u>Item No.3 of the Notice(as an ordinary Resolution)</u> <i>To appoint a Director in place of Mr. Ashok Kumar Goenka (DIN: 00207232), who retires by rotation and being eligible, offers himself for re-appointment.</i>	25,94,371	100.00%	0	0.00%	0
<u>Item No.4 of the Notice(as an ordinary Resolution)</u> <i>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:</i> RESOLVED THAT M/S. 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.	25,94,370	100.00%	1	0.00%	0


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<p><u>Item No.5 of the Notice(as an ordinary Resolution)</u></p> <p><i>To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:</i></p> <p>RESOLVED that pursuant to the provisions of sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, read with Schedule IV to the said Act, Mr.Vinod Kumar Singhi (DIN : 00354856), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 24th September 2014.</p>	25,94,321	100.00%	0	0.00%	0
<p><u>Item No.6 of the Notice (as an ordinary Resolution)</u></p> <p><i>To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:</i></p> <p>RESOLVED that pursuant to the provisions of sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, read with Schedule IV to the said Act, Mr.Rajkumar Bajoria (DIN : 00226530), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 24th September 2014.</p>	25,94,370	100.00%	0	0.00%	0
<p><u>Item No.7 of the Notice (as an ordinary Resolution)</u></p> <p><i>To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:</i></p> <p>RESOLVED that pursuant to the provisions of sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, read with Schedule IV to the said Act, Mr.Jagdish Chand Kumbhat (DIN :</p>	25,94,321	100.00%	0	0.00%	0

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00005412), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 24th September 2014."					
<p><u>Item No.8 of the Notice (as an Ordinary Resolution)</u></p> <p>To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:</p> <p>RESOLVED that pursuant to the provisions of sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, read with Schedule IV to the said Act, Dr.Subash R. Kamath (DIN : 00226435), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 24th September 2014."</p>	25,94,370	100.00%	1	0.00%	0

Thanking You

Yours faithfully

Sahadeb Rath

Practicing Company Secretary

Membership No-13298

CP No-3452

SAHADEB RATH

Practicing Company Secretary

C. P. No.- 3452

Memb. No:- 13298

Dated:-September 22, 2014

Place:-Kolkata