# N. G. INDUSTRIES LTD.

CIN - L74140WB1994PLC065937

1st Floor, 37A, Southern Avenue (Renamed as Dr. Meghnad Saha Sarani),

Kolkata - 700 029 Ph: +91 80175 20040 Fax No. 033 2464 6390

E-mail: ngmail@vsnt.com Website: www.ngind.com

To

The Secretary
Bombay Stock Exchange Limited
Registered Office: Floor 25,
P.J.Towers, Dalal Street,
Mumbai – 400 001

Dt. 25.09.2014

Scrip Code: BSE 530897

Sub: Disclosures regarding voting results of 20<sup>th</sup> Annual General Meeting of the

company

as per clause 35A of the Listing Agreement.

Name of the Company: N.G.Industries Ltd

Date of AGM: 24<sup>TH</sup> September, 2014, Wednesday

Book Closure Date: 18th September,2014 to 24th September,2014 (Both days inclusive)

Total number of shareholders as on date of book closure: 837

No. of shareholders present in the meeting either in person of through proxy:

Category	Present in Person (including Authorised Representatives)	Present through proxy	Total
Promoters and Promoter Group	4		4
Public	21		21
Total	25		25

Resolution/Agenda wise details of voting (including votes cast by physical ballots and e-voting process)

Are as under:

Resolution No.1: Ordinary Resolution. To received, consider and adopt the Audited Balance Sheet as at 31, March 2014 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 polici on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes agains on votes polled
Promoters		(1)	(2)	(3)-(2)/ (1)-100	(4)	(8)	(6)=((4)/ (2)]+100	(7)-((8)/ (2)*100
٨	Promoter & Promoter Group	2,408,600	2,408,600	100,00%	2,408,600	<u> </u>	100.00%	
	(A)	2,408,600	2,406,500	100.00%	2,408,500		100.00%	·
Public						_		
B1	Public Institutions! holders	-		-			<del>-</del>	
B2	Public - Othera	941,900	194,975	20,70%	194,974.00	1.00	100.00%	0.00%
	E=(\$1+82)	941,900	194,978	20.70%	194,974.00	1.00	100.00%	0.00%
	Total (A+B)	3,350,500	2,603,678	77.71%	2,603,674	1	100.00%	0.00%

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

	76				,			
<u>.</u> .	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 - egainst	% of votes in layour on votes polled	% of votes against on votes polled
Prometary		(1)	(2)	(3)-(2)/ (1[*100	(4)	(5)	(6)=( 4)/ (2) +100	(7)*[(5)/ (2)]*10
Α	Promoter & Promoter Group	2,408,600	2,408,600	100,00%	2,408.600	-	100,00%	
Public	(A)	2,408,600	2,408,600	100.00%	2,406,500		100.00%	<del></del>
Bi	Public Institutional holders	<del>-</del>		<del>-</del>			<u> </u>	
B2	Public - Others	941,900	194,975	20.70%	194,975.00	-	100,00%	<del></del>
	B=(B1+B2) Total (A+B)		194,978	20.70%	194,978.00		100.00%	
	t ocer (w.m.)	3,350,500	2,603,576	77.71%	2,603,575		100.00%	

# Resolution No.3: Ordinary Resolution. To appoint a Director in place Mr.Ashok Kumar Goenka (DIN NO.00207232), Who retires by roration and being eligible, offers himself for re-appointment.

. <u></u> .	Promoter/Public	No. of Share held	No. of votes polled			No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	<u>.</u>	(1)	(2)	(3)=((2)/ (1)]+100	(4)	(6)	(6)-[(4)/ (2)]-100	(7)=[(5)/ (2)]+100
From oters		L		· · · · · · · · · · · · · · · · · · ·		<del>' ' -</del>	(-1 M-21 1-8 -44	7-1-100 (a)-100
^	Promoter & Promoter Group	2,408,600	2,408,600	100,00%	2,408,600		100.00%	
	(A)	2,408,600	2,406,600	100.00%		<u> </u>		
Pabilia -				100.00	2,408,600	<del></del> -	100.00%	
Bi	Public Institutional holders					<u> </u>		
82	Public - Others	7041.000		<u> </u>	-	-	-	
		941,900	194,975	20.70%	194,975.00		100,00%	-
	B=(B1+B2)	941,900	194,975	20.70%	194,978.00		100.00%	
	Total (A+B)	3,360,800	2,602,676	77.71%	2,603,576		100.00%	

# Resolution No.4 : Ordinary Resolution. To appoint of M/S. M.R.Singhwi & Co. as Statutory Auditors and fix their remuneration for the year ended 31st March, 2015

	Promoter/Public	No. of Share held	No. of votes poiled	% of votes polled on out-standing theres	No. of votes - in favour	No. of votes - against	% of votes in favour on votes poiled	% of votes agains on votes polled
Premoters		(1)	[2]	(3)=(3)/ (1)]+100	(4)	(5)	(6)=((4)/ (2)j+100	(7)=[(5)/ (2)]*100
Α	Promoter & Promoter Group	2,408,600	2,408,600	100.00%	2,408,600	<del> </del> -	100.000	
Public	(A)	2,406,600	2,400,500		2,408,600		100.00%	
B1	Public Institutional holders		<del> </del>	<del> </del>				
92	Public - Others	941,900	194,975	20.70%	194,974.00	1.00	100.00%	0.00%
	B=(B1+B2);		194,975	20.70%	194,974.00	1.00	100.00%	0.00%
	Total (A+B)	3,350,600	2,603,875	77.71%	2,603,574	1	100,00%	0.00%

# Resolution No.5 : Ordinary Resolution. To appoint Mr. Vinod Kumur Singhi ( DIN NO. 00354856) as an Independent Director.

_	Promoter/Public	No. of Share held	No. of votes polled		No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promotern	<del> </del>	(1)	(2)	(3)=((2)/ (1);=100	(4)	(5)	(6)=((4)/ (2))*100	(7)=[(8)/ (3)]*100
-	<del></del>					1		
^	Prumoter & Promoter Group	2,408,600	2,408,600	100.00%	2,408,600		100.00%	
	(A)	2,406,600	2,408,600	100,00%	3,408,600			<del></del>
Peblic			<del></del>		914091000		100.00%	
B≀	Public Institutional holders		<del>  -                                   </del>		<del></del>	<del> </del>	<u> </u>	
82	Public - Others	941,900	194,825			<u> </u>	<u> </u>	<u> </u>
	<del></del>			20,68%	194,825.00	L	100,00%	
_	B=(B1+B2)		194,825	20.68%	194,828.00		100.00%	
	Total (A+B)	3,850,600	2,603,425	77,70%	2,603,426		100.00%	

#### Resolution No.6 : Ordinary Resolution. To appoint Mr.Rajkumar Bajoria ( DIN NO. 00226530) as an Independent 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
,		(1)	[2]	(3)-[(2)/ (1)]-100	(4)	(5)	(6)=[[4]/ (2]]*100	(7)=(6)/ (2)(+100
Promotece	<u>.</u>		1					1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
A .	Promoter & Promoter Group	2,408,600	2,408,600	100.00%	2,408,500		100,00%	
	(A)	2,408,600	2,406,600	100.00%	2,408,600		100.00%	·
Public		-		· · · · · · · · · · · · · · · · · · ·			100,000	
Bl	Public Institutional holders			<u>.                                    </u>		<del></del> -	<del></del>	
B2	Public - Others	941,900	193,974	20,59%	193,974.00		100.00%	
	B=(81+B2)	941,900	193,974	20.59%	198,974.00		100.00%	
	Total (A+3)	3,350,500	2,602,574	77.68%	2,602,674		100.00%	

### Resolution No.7 ; Ordinary Resolution. To appoint Mr.Jagdish Chand Kumbhat ( DIN NO. 00005412) as an Independent Director.

	Promoter/Public	No. of Share held	No. of votes polled		No. of votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(2)-((2)/ (1]-100	(4)	(8)	(6)-((4)/ (2)(+100	(7)-((8)/ (2))*100
Promotecy					<del>' ''</del>		144 M 45 14-8 444	100 Male 1-10 100
. A	Promoter & Promoter Group	2,408,600	2,408,600	100.00%	2,408,600	· · · -	100,00%	
	(A)	2,408,600	2,408,600	100,00%	2,406,600		100.00%	
Public			<u> </u>	· · · ·	<del>, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</del>	<del>-</del>	200:00 10	<del></del>
Bi	Public Institutional holders			<del></del>	<del> </del>	<u> </u>	<del>                                     </del>	<del> </del>
B2	Public - Others	941,900	191,925	20.38%	191,925.00	<del></del>	100.00%	· · ·
	B=(91+B2)		191,928	20.38%	191,925.00	<del>-</del> -	100.00%	
	Total (A+R)	3,380,800	2,600,828	77.62%	2,600,825	<del></del>	100.00%	· - ·

## Resolution No.8: Ordinary Resolution. To appoint Dr. Subash R. Kamath ( DIN SO. 00226435) as an Independent Director.

	Promoter / Public	No. of Share held	No. of votes polied	% of votes polind on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votee against on votes polled
		(1)	(2)	t -[ 3 / (1)]*100	(4)	(5)	(6)=(4)/ (2)]*100	(7) <del>-(</del> (6)/ (2 <u>8</u> °100
Premoters	1			1	<del>                                     </del>	<del>- `-'</del>	1-3 11-15 (44) 200	117 Holy (28-200
	Promoter & Promoter Group	2,408,600	2,408,600	100.00%	2,408,500		100.00%	
	(A)	2,404,600	2,408,600	100.00%	2,408,600		100.00%	· · · · · ·
Priblic	I	<u> </u>					100.00%	
B)	Public Institutional holders	-					· -	
82	Public - Others	941,900	194,275	20,63%	194,274.00	1.00	100,00%	0.00%
	B=(B1+R2)	941,900	194,275	20.53%	194,274.00	1.00	100.00%	0.00%
	Total (A+B)	8,350,500	2,602,878	77.69%	2,602,874	1	100.00%	0.00%

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

Thanking You,

Your faithfully,

For N.G.Industries Limited

Rajesh Goenka (Director)

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### 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

#### SCRUTINIZER'S REPORT- EVOTING

To
The Chairman of 20<sup>th</sup> 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 30<sup>th</sup> 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 30<sup>th</sup> May 2014. The E-voting period commenced on 18<sup>th</sup> 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 20<sup>th</sup> 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 22<sup>nd</sup> 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 22<sup>nd</sup> 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.

Memb. No.- 13298

Item no. of notice	Votes in Fa	avour of the	Votes Resolu	against the	Invalid Votes
	No. of Votes	% of total number of valid votes	No. of Votes	% of total number of valid votes	No. of Votes
Item No.1 of the Notice (as an Ordinary Resolution)	25,94,370	100.00%	1	0.00%	0
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.		2 2 2 3	10 10 10 10 10 10 10 10 10 10 10 10 10 1		
Item No.2 of the Notice(as an ordinary Resolution)  To declare a dividend on equity Shares.	25,94,371	100.00%	0	0.00%	0
Item No.3 of the Notice(as an ordinary Resolution)	25,94,371	100.00%	0	0.00%	0
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.	- 10				8
Item No.4 of the Notice(as an ordinary Resolution)	25,94,370	100.00%	1	0.00%	0
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:	a			1	*
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	a a			8	-
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.	-				
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SAHADEB RATH Practicing Company Secretary IC. P. No.- 3452 Semb. No.- 13298

ordinary Resolution  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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)  10354856), 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 Septermber 2014.  11em No.8 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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 who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent 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 who retires by rotation at modification(s), the following Resolution:  125,94,321 100.00% 0 0	Track to the state of the state		4		ės		
without modification(s), the following Resolution as an Ordinary Resolution:  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 Septermber 2014.  Item No.6 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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.Raijkumar Bajoina (DIN: 00226530), Director of the Company to hold office for a term upto five consecutive years commencing from 24th Septermber 2014.  Item No.7 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolutions  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		25,94,321	100.00%	0	0.00%	0	
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.Ninda 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.  Item No.6 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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: 00225530), 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 Septermber 2014.  Item No.7 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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	without modification(s), the following	· ·					
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 Septermber 2014.  Item No.6 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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 who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent 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 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 Septermber 2014.  Item No.7 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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	sections 149, 150 and 152 and other applicable provisions, if any, of the	2	=	п		HC	
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 Septermber 2014.  Item No.6 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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 Septermber 2014.  Item No.7 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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 thereunder, read with Schedule IV to the said	thereunder, read with Schedule IV to the said Act, <b>Mr.Vinod Kumar Singhi</b> (DIN : 00354856), Director of the Company who			=			
ordinary Resolution    To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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 Septermber 2014.  Item No.7 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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	Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years		*		p.		
without modification(s), the following Resolution as an Ordinary Resolution:  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 Septermber 2014.  Item No.7 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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	Item No.6 of the Notice (as an ordinary Resolution)	25,94,370	100.00%	0	0.00%	0	
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 Septermber 2014.  Item No.7 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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	without modification(s), the following	N N			-		
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 Septermber 2014.  Item No.7 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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	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		8	-	1	9	
Item No.7 of the Notice (as an ordinary Resolution)  To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:  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	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					2	
without modification(s), the following Resolution as an Ordinary Resolution:  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	Item No.7 of the Notice (as an	25,94,321	100.00%	0	0.00%	0	
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	without modification(s), the following	*		:- 			
	sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made						
A DESCRIPTION OF THE PROPERTY	thereunder, read with Schedule IV to the said Act, Mr.Jagdish Chand Kumbhat (DIN :		) .	A 2004 1			

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

0000054421 8:		- 4			
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 Septermber 2014."	10 K		5		
Item No.8 of the Notice (as an Ordinary Resolution)	25,94,370	100.00%	1	0.00%	0 -
To consider and if thought fit, to pass with or without modification(s), the following Resolution as an <b>Ordinary Resolution</b> :	as =				
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		100			
Act, <b>Dr.Subash R. Kamath</b> (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 Septermber 2014."	8	6 X 8 8			

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

# FORM No. MGT-13

### REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

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

Dear Sir,

- I, SAHADEB RATH, Practicing Company Secretary of 31/1, Chatawala Lane, Room No- 209, 2<sup>nd</sup> Floor, Kolkata-700012, appointed as Scrutinizer by the Chairman of the 20<sup>th</sup> Annual General Meeting for the purpose of the poll taken on the below mentioned resolutions proposed at the Annual General Meeting of the Equity Shareholders of **N. G. INDUSTRIES LIMITED**, held on September 24, 2014 at 10.30 A.M. at "The Community Hall, Jay Jayanti Building, 2A, Mandeville Garden, Kolkata-700019, West Bengal, hereby submit my report as under:-
- After declaration of the poll by the Chairman, the Ballot Box kept for polling was taken into custody and was locked.
- 2. The Ballot Box was subsequently opened in my presence and the poll papers were sorted out and diligently \*scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents (R & TA) of the Company and the authorizations/Proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as on poll.
- 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The valid ballots were then processed and votes cast were compiled electronically.
- 4. The result of the Poll is as under :-
  - a) Resolution 1: Ordinary Resolution
     To adopt Audited Financial Statements, Reports of the Directors and Auditors for the year ended 31<sup>st</sup> March, 2014.
    - (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of valid votes cast	
11	9204	100%	

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

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	. NA

#### (iii) Invalid votes:

Total number of Members (in person or by Proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL ~	. NA

## b) Resolution - 2: Ordinary Resolution

To declare a dividend on equity Shares.

#### (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of valid votes cast
11	9204	100%

### (ii) Voted in against the Resolution:

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of Valid votes cast	
NIL	NIL	NA	

#### (iii) Invalid votes:

Total number of Members (in person or by Proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	NA

## c) Resolution - 3: Ordinary Resolution

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) Voted in favour of the Resolution:

Number of Members present and voting (in person or by Proxy)	Number of V		% of total number of valid votes cast
11	9204	$\cap$	100%

SAHADEB RATH Practicing Company Secreta P. No.- 3452 Memb. No.- 13298

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NA

#### (iii) Invalid votes:

Total number of Members (in person or by Proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	NA

### d) Resolution - 4: Ordinary Resolution

To appoint M/S. M.R.Singhwi & Co. Chartered Accountants (Registration No.312121E) as Statutory Auditors and fix their remuneration:

#### (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of valid votes cast
11	9204	100%

### (ii) Voted in against the Resolution:

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NA

#### (iii) Invalid votes:

Total number of Members (in person or by Proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	NA

## e) Resolution - 5: Ordinary Resolution

To appoint Mr. Vinod Kumar Singhi as Independent Director of the Company:

#### (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of valid votes cast
10,	9.104	100%

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

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL *	· NA

#### (iii) Invalid votes:

Total number of Members (in person or by Proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	· NA

# f) Resolution - 6: Ordinary Resolution

To appoint Mr.Rajkumar Bajoria as Independent Director of the Company:

# (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of valid votes cast
10	8204	100%

## (ii) Voted in against the Resolution:

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	NA

#### (iii) Invalid votes:

Total number of Members (in person or by Proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	NA

# g) Resolution - 7: Ordinary Resolution

To appoint Mr.Jagdish Chand Kumbhat as Independent Director of the Company:

## (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of valid votes cast
10	6204	100%

SAHADEB RATH
Pacticing Company Secretary
C. P. No.- 3452
Pemb. No.- 13298

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of Valid votes cast
NIL	NIL	. NA

#### (iii) Invalid votes:

Total number of Members (in person or by Proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL -	NA

### h) Resolution - 8: Ordinary Resolution

To appoint Dr. Subash R. Kamath as Independent Director of the Company:

(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of valid votes cast
10	8504	100%

#### (ii) Voted in against the Resolution:

Number of Members present and voting (in person or by Proxy)	Number of Votes cast by them	% of total number of Valid votes cast
→ NIL	NIL	NA

#### (iii) Invalid votes:

Total number of Members (in person or by Proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL NIL	NA

- The list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution generated electronically has been handed over to the Compliance Officer.
- The poll papers and all other relevant records were sealed and handed over to the Compliance Officer for safe keeping.

Thanking You Yours faithfully

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

SAHADEB RATH
Practicing Company Secretary
C. P. No. 3442
Memb. No. 13298

Date: 24/09/2014 Place: Kolkata