

**6<sup>th</sup>**  
**Annual Report**  
**1999—2000**

Report  junction.com

**N. G. INDUSTRIES LIMITED**

# N. G. Medicare

**★ THE MEDICAL CENTRE**



**WITH A DIFFERENCE ★**

Where Doctors, Equipments,  
Technologies are all young, new and  
uptodate. Where expertise is precise and  
commitment is total. Where care and  
compassion is backed by corporate excellence.  
Where to serve is a way of life.

## SERVICES AT A GLANCE

### IMAGING

- CT Scan
- Ultrasonography
- Radiodiagnosis

### CARDIOLOGY

- Colour Doppler
- Echocardiography
- TMT
- Holter Monitoring
- Lung Function Test
- E. C. G. (3 channels)

### ENDOSCOPY

- Gastroscopy
- Duodenoscopy
- Colonoscopy
- Bronchoscopy (Flexible)

### NEUROLOGY

- E.E.G. (21 channels)

### PATHOLOGY

- FNAC & Histopathology
- Serology
- Microbiology
- Endocrinology
- Clinical Pathology
- Cytopathology
- Haematology

### ORTHOPÆDICS

- Knee Clinic
- Arthroscopy
- Physiotherapy

### INFERTILITY

- Counselling
- Diagnostics
- Procedures like  
IUI/IVF/GIFT
- Male Infertility Procedures
- Testicular FNAC

### DAY CARE SURGERY

- Laparoscopic Surgeries
- Endoscopic Surgeries
- Minor Surgeries
- I.O.L./Cataract
- Gynaecological Surgeries
- E.N.T. Surgeries
- Micro Surgeries
- Cosmetic Surgeries

### OPERATION THEATRES

- Operation Theatres fully  
geared up to perform  
Day Care Surgeries

### DAY CARE WARD

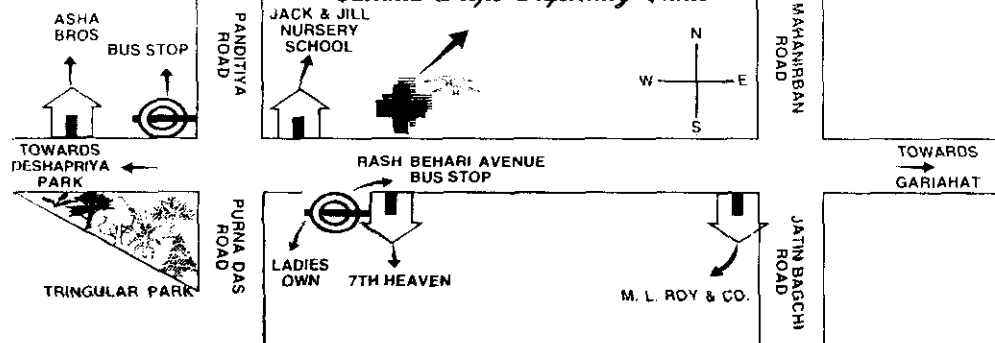
### SURGERY

- Laparoscopic  
Cholecystectomy
- Trans-Urethral  
Resection of Prostate

## LOCATION MAP

*N. G. Medicare &*

*Calcutta Hope Infertility Clinic*



Report Collection : between 6.00 p.m. – 7.30 p.m.

## N. G. INDUSTRIES LIMITED

**BOARD OF DIRECTORS** : Mr. Ashok Kumar Goenka, Chairman  
Mr. Banwari Lal Goenka  
Mr. Ashok Bhat, Whole Time Director  
Dr. (Mrs.) Aruna Basu  
Dr. Subash R. Kamath  
Mr. Raj Kumar Bajoria  
Mr. Jagdish Chand Kumbhat  
Mr. Rajesh Goenka, Whole Time Director

**AUDITORS** : M/s. M. R. Singhwi & Company

**BANKERS** : The Vysya Bank Ltd.  
Standard Chartered Bank  
ABN AMRO Bank  
HDFC Bank Ltd.

**REGISTERED OFFICE** : 17, Chittaranjan Avenue,  
Calcutta - 700 072

**MEDICAL CENTRE** : N. G. Medicare &  
Calcutta Hope Infertility Clinic,  
123A, Rash Behari Avenue,  
Calcutta - 700 029

**REGISTRARS & SHARE  
TRANSFER AGENTS** : M/s. AMI Computers (I) Ltd.,  
8, Camac Street,  
Calcutta - 700 017

**LISTING OF SHARES :** : 1. The Calcutta Stock Exchange Association Ltd.  
7, Lyons Range, Calcutta-700 001  
2. The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400 001

## N. G. INDUSTRIES LIMITED

## NOTICE TO MEMBERS

NOTICE is hereby given that the 6th Annual General Meeting of the Members of **N. G. INDUSTRIES LTD.** will be held at the **Community Hall, Jay Jayanti Building, 2A, Mandeville Gardens, Calcutta- 700 019** on Saturday, 23rd September, 2000 at 11.00 A.M. to transact the following business :

**ORDINARY BUSINESS :**

1. To receive and adopt the **Audited Balance Sheet** as at 31st March, 2000 and **Profit & Loss Account** for the year ended on that date together with the Report of the Directors and Auditors' Report thereon.
2. To approve the declaration and payment of Interim-Dividend as Final Dividend.
3. To appoint a Director in the place of Shri Raj Kumar Bajoria who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in the place of Dr. Subash R. Kamath who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration.

**SPECIAL BUSINESS :**

6. To consider and, if thought fit, to pass, with or without modifications the following special resolution.

*"RESOLVED that pursuant to the provisions of Section 31, the Articles of Association of the Company, be and are hereby altered in the following manner".*

After the existing Articles 44 the following may be inserted as under Articles 44A.

**Nomination of shares :-**

"44A Notwithstanding anything contained in Articles 41, 42, 43 & 44 every holder(s) of shares of the Company, holding either on singly or jointly, may at any time, nominate a person in the prescribed manner to whom the shares and or the interest of the member in the capital of the company shall vest in the event of his/her death. Such member may revoke or vary his/her nomination, at any time, by notifying the same to the Company to that effect. Such nomination shall be governed by the provisions of section 109A and 109B of the Act or such other regulations governing the matter from time to time".

7. To consider and, if thought fit, to pass, with or without modifications the following special resolution.

*"RESOLVED that pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification or re-enactment thereof, the Articles of Association of the Company be and are hereby altered to the extent and in the manner set out hereunder."*

1. In Article 1.

- a) the existing definition of "Register" be substituted by the following :

"Register" means the Register of members to be kept pursuant to Section 150 of the Act and unless it be repugnant to the context or otherwise, the Register of Beneficial Owners in case of shares held in a Depository.

## N. G. INDUSTRIES LIMITED

- b) After the definition of "In Writing" and "Written" the following be inserted :

"Beneficial" Owner shall have the meaning assigned thereto in Section 2 of the Depositories Act, 1996.

"Depositories Act" shall mean the Depositories Act, 1996 and included any statutory modification or re-enactment thereof for the time being in force.

"Depository" shall mean a Depository as defined in the Depositories Act, 1996.

"Member" means a duly registered holder from time to time of the shares of the Company and also one, whose name is entered as beneficial owner in the records of a Depository in the case of shares held in Depository.

2. In existing Article 9 the following shall be added at the end :

"In respect of shares or other securities of the Company held in dematerialised form, the provisions relating to joint holders contained herein shall mutatis-mutandis apply to the joint beneficial owners".

3. Before the heading "CERTIFICATES" and after existing Article 11 the following new Articles numbered 11A to 11D with marginal notes as indicated be inserted under the heading "DEMATERIALISATION AND DEPOSITORY".

#### **DEMATERIALISATION AND DEPOSITORY :**

##### **"Authority to dematerialise securities"**

- 11A.1. Notwithstanding anything to the contrary contained in these Articles, the Board may at any time decide to permit holding of and dealings in any or all the shares or debentures or other securities of the Company (hereinafter referred to as "securities") in dematerialised form under the provisions of the Depositories Act and may offer the securities of the Company for subscription/allotment in dematerialised form in the manner provided by the said Act.

2. When any securities of the Company are held or dealt in dematerialised form :

##### **"Option to hold securities in certificates or with Depository"**

- (a) Every person holding any securities of the company through allotment or otherwise shall have the option to receive and hold the same in the form certificates or to hold the same with a depository.

##### **"Securities with Depository to be dematerialised"**

- (b) All securities held with a depository shall be dematerialised and the depository shall hold the same for the beneficial owners thereof in a fungible form.

##### **"Beneficial owner is member"**

- (c) Every person holding securities of the Company and whose name is entered as a beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities held by him in a depository.

## N. G. INDUSTRIES LIMITED

**“Beneficial owner may opt out of a Depository”**

- d) Every person holding securities of the Company with depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided under the provisions of the Depositories Act and on exercise of such option and on fulfillment of the conditions and payment of the fees prescribed under the said Act, the Company shall rematerialise the relevant securities and issue to the beneficial owner thereof the requisite certificates of such securities.

**“Intimation to Depository”**

- 11B.1. The Company shall make available to the depository, copies of the relevant records in respect of securities held by such depository for the beneficial owners thereof.
2. When a holder or an allottee of securities opts to hold the same with a depository, the Company shall intimate such depository the details of his holdings or allotment of securities and thereupon the depository shall enter in its record the names of the holders/allottees as the beneficial owners of such securities :-

**“Register and Index of Beneficial Owners”**

- 11C. The Register and Index of Beneficial Owners of securities maintained by a depository under Section 11 of the Depositories Act shall be deemed to be and forming part of the Register and Index of Members or of holders of Debentures or other securities of the Company.

**“Transfer of securities held in a Depository”**

- 11D. 1. Transfers of securities held in a depository will be governed by the provisions of the Depositories Act.
2. Every depository shall furnish to the Company information about the transfer of securities, the name of Beneficial Owners at such intervals and in such manner as may be specified under the provisions of the Depositories Act.
3. Section 108 of the Act shall not apply to transfer of securities effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of a depository.

**After existing Article 40, the following new Article 40A be inserted :**

- 40A. A Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of shares , debentures or other securities on behalf of beneficial owners and shall not have any voting rights or any other rights in respect of shares, debentures and other securities held by it. The beneficial owner as per the Register of Beneficial Owners maintained by a Depository shall be entitled to all rights including voting rights and benefits in respect of the securities held by him with the Depository.
8. To consider and if thought fit, to pass, with or without modifications the following special resolution.

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- "Resolved that pursuant to the provisions of section 31, the Articles of Association of the Company, be and are hereby altered in the following manner".

The existing Article 139 be substituted by following :-

"Dividends remaining unclaimed after having been declared by the Company shall be dealt with in accordance with the provisions of section 205A and 205C of the Companies Act, 1956".

Registered Office :  
17, Chittaranjan Avenue,  
3rd Floor, Calcutta- 700 072  
Dated : 29th day of May, 2000

By Order of the Board  
RAJESH GOENKA  
DIRECTOR

### NOTES :

1. A Member entitled to attend and vote at the Meeting, is entitled to appoint one or more Proxy to attend and vote instead of himself on a poll only and such Proxy need not be a Member of the Company. The Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxy Form is attached herewith.
2. Members are requested to intimate immediately the Company's Registrars M/s. AMI Computers (I) Ltd., 60A & 60B, Chowringhee Road, Calcutta - 700 020 changes, if any, in their Registered Address.
3. Members are requested to bring the copy of the Annual Report to the Annual General Meeting. No extra copies of the Annual Report will be supplied at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 15th September, 2000 to 23rd September, 2000 (Both days inclusive).

### ANNEXURE TO THE NOTICE :

Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special item no. 6 to 8 of business mentioned in the notice of the Annual General Meeting of the Company.

#### Item No. 6

The proposed Article 44A is based on the facility for Nomination under Section 109A and 109B of the Companies Act, 1956, pursuant to the Companies (Amendment) Act, 1999.

#### Item No. 7

The Depositories Act, 1996 provides option to investors to hold securities in the form of certificates or in dematerialised form with a depository. The Depositories Act, 1996 has also amended some of the provisions of the Companies Act, 1956 pertaining to issue holding transfer, transmission and dealing in shares and other securities to facilitate the introduction and implementation of the depository system. The securities & Exchange Board of India (SEBI) have already made compulsory dematerialised trading in the shares of our Companies.

Depository system eliminates several problems experienced in the scrip-based system such as bad deliveries, fraudulent transfers, thefts in postal transit, time taken in registration of transfer, long

**N. G. INDUSTRIES LIMITED**

settlement cycles, mutilation of share certificates etc. Depository system also offers several advantages as also exemption from stamp duty, reduction in transaction costs elimination of market lot etc. In view of this and to make the Articles of Association of the Company conform to the provisions of the Depositories Act, 1996 necessary enabling clauses are sought to be incorporated in the Articles of Association of the Company authorising the Board of Directors to permit holding of and dealings in securities of the Company in dematerialised form under the provision of the Depositories Act, 1996 so that the Board of Directors could dematerialise any of its securities.

**Item No. 8**

The Companies (Amendment) Act, 1999 has also amended the existing Section 205A and inserted new Section 205C containing the provisions relating to unclaimed dividend. This new Article is being substituted in place of existing Article No. 139 to bring it in conformity with Sections 205A and 205C of the Act. The new Sections provide for transfer of the unclaimed dividend to a separate fund called "Investor Education and Protection Fund" to be established by the Central Government. As per Section 205C of the Act, where any amount of dividend remains unclaimed for a period of seven years from the date it has become due for payment, it shall be transferred to "Investor Education and Protection Fund" and that thereafter no claim shall lie against the fund or the Company in respect of the amounts so transferred.

The resolution at Item No. 6, 7 & 8 are accordingly, commended for approval of the Members by means of Special Resolutions.

A copy of the Memorandum and Articles of Association of the Company incorporating the proposed alteration is available for inspection by the members at its Registered Office between the hours of 3.30 p.m. to 5.30 p.m. on any working day upto and inclusive of the date of the ensuing Annual General Meeting.

None of the Directors of the Company may be deemed to be concerned or interested in the said Resolutions.

Registered Office :  
17, Chittaranjan Avenue,  
3rd Floor, Calcutta- 700 072  
Dated : 29th day of May, 2000

By Order of the Board  
RAJESH GOENKA  
DIRECTOR