

**BOARD OF DIRECTORS** : Mr. Ashok Kumar Goenka, Chairman  
Mr. Banwari Lal Goenka  
Mr. Ashok Bhat, Whole-Time Director  
Mr. Vinod Kumar Singhi  
Dr. Subash R. Kamath  
Mr. Rajkumar Bajoria  
Mr. Jagdish Chand Kumbhat  
Mr. Rajesh Goenka, Whole-Time Director

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

**BANKERS** : Allahabad Bank  
Axis Bank Ltd.  
HDFC Bank Ltd.  
Standard Chartered Bank

**REGISTERED OFFICE** : 17, Chittaranjan Avenue  
3rd Floor  
Kolkata - 700072

**DIVISIONS** : 1. N. G. Medicare &  
Calcutta Hope Infertility Clinic  
123A, Rash Behari Avenue  
Kolkata - 700029

: 2. N. G. Nursing Home  
23, Meghnad Saha Sarani,  
(Renamed from Southern Avenue)  
Kolkata - 700026

: 3. N. G. Pharmacy  
-123A, Rash Behari Avenue  
Kolkata - 700029

-23, Meghnad Saha Sarani  
Kolkata - 700026

**REGISTRARS & SHARE  
TRANSFER AGENTS** : S. K. Infosolutions Pvt.Ltd.  
34/1A Sudhir Chatterjee Street  
Kolkata - 700006

**LISTING OF SHARES** : 1. The Calcutta Stock Exchange Association Ltd.  
7, Lyons Range, Kolkata - 700001

2. Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400001

CERTIFIED TRUE COPY

For N. G. INDUSTRIES LTD.

*Ambar*

2012

## N.G. INDUSTRIES LIMITED

### NOTICE TO MEMBERS

NOTICE is hereby given that the 18th Annual General Meeting of the Members of N. G. INDUSTRIES LTD. will be held at the Community Hall, Jay Jayanti Building, 2A, Mandeville Gardens, Kolkata - 700019 on Saturday, 29th September, 2012 at 11.00 A.M. to transact the following business:


#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and Profit & Loss Account for the year ended on that date together with the Report of the Directors and Auditors' Report thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Shri Rajkumar Bajoria, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in 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.

Registered Office:

17, Chittaranjan Avenue,  
3rd Floor, Kolkata- 700 072  
Date • 30th day of May, 2012

By Order of the Board

  
Ashok Kumar Goenka  
Chairman

#### 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 Proxies 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 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.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2012 to 29th September, 2012 (Both days inclusive).
4. The payment of dividend, if declared at the Annual General Meeting, will be paid to those shareholders whose names shall appear on the Company's Register of Members on 29th September, 2012. In respect of shares held in dematerialised form, the dividend will be paid on the basis of beneficial ownership as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose.
5. Appointment/ Re-appointment of Directors:

Name of Director	Shri Rajkumar Bajoria	Dr. Subash R. Kamath
Date of Birth	02.02.1952	21.07.1959
Qualification	B.Com.	MBBS, FRCS, MCh (Orth)
Experience	39 years in Finance & Corporate Management	Over 26 years as an Orthopaedic Surgeon at various Hospitals in UK till 1995 and thereafter in Kolkata
List of other Companies in which Directorship held as on 31.03.2012	1. Saurav Infotech Pvt.Ltd. 2. Nilachal Refractories Ltd.	None
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director as on 31.03.2012	Member- Audit Committee Nilachal Refractories Ltd.	None



## N.G. INDUSTRIES LIMITED

6. As per the provision of the companies Act 1956, facilities for making nomination is now available to the Share-holders. Nomination forms can be obtained from the Company. If shares are held in electronic form, such nomination is mandated to their respective Depository Participant.
7. Members are requested to furnish their Bank Account details, change of address etc. to the Company Registrars and Transfer Agents in respect of Shares held in physical form and to their respective Depository Participants if the Shares are held in electronic form.
8. In order to avoid the risk of loss/interception of dividend warrants in postal transit and/ or fraudulent encashment of dividend warrants, Shareholders are requested to avail of NECS facility whereby the dividend will be directly credited electronically to their respective Bank accounts. This will ensure speedier credit of dividend.

The Company will utilize the facility of NECS for Payment of Dividend in future directly to bank account of shareholder who hold Equity shares of the Company in dematerialised form. It is, therefore, necessary that the correct bank details and your CBS account Number are recorded by your DP. In case you want to change or correct update your new CBS Account Number, Kindly instruct your DP accordingly at the earliest. If the existing bank details, registered with your DP are correct and there is no change in your bank details, you may ignore this advice.

We wish to clarify that as all the relevant records are kept by your DP any change in your bank details, would need to be intimated to your DP only and not to the Company/Registrar & share Transfer Agents. If for any reason, we are unable to credit the dividend amount directly to your bank account, the same would be remitted to you by way of dividend warrant.

9. Pursuant to the provisions of section 205A of the Companies Act, 1956, as amended, Dividend for the Financial Year 2004 - 2005 and thereafter which remain unpaid or unclaimed for a period of 7 (Seven) years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to section 205C of the Companies Act, 1956.

It may kindly be noted that once the unpaid or unclaimed Dividend is transferred to the abovesaid Fund of the Central Government as above, no claim shall lie in respect thereof.

Details of the unclaimed dividend which will be transferred to the Investor Education and Protection Fund are as follows:

For the year ended	Date of declaration of Dividend	Due for transfer on
31.03.2005	24.09.2005	30.10.2012
31.03.2006	23.09.2006	29.10.2013
31.03.2007	29.09.2007	04.11.2014
31.03.2008	27.09.2008	02.11.2015
31.03.2009	19.09.2009	25.10.2016
31.03.2010	25.09.2010	31.10.2017
31.03.2011	24.09.2011	30.10.2018

Shareholders who have not so far encashed the Dividend Warrant(s) are requested to seek issue of duplicate warrant(s) by writing to the Company before due date of transfer to IEPF. Also note that no claim shall lie against the said Fund or the Company in respect of any amounts which were unclaimed and unpaid for a period of 7 (Seven) years from the date that they first became due for payment and no payment shall be made in respect of any such claim.

Pursuant to Section 205C of the Companies Act, 1956 all unclaimed dividend for the financial year ended 31st March, 1998 to 31st March, 2004 have been transferred to the Investor Education and Protection Fund.

10. As per Section 53 of the Company Act, 1956, which provides for service of documents under 'Certificate of Posting' as one of the accepted mode of service, whereas the Department of Posts has recently discontinued the postal facility under 'Certificate of Posting' vide their letter dated February 23, 2011. The Information Technology Act, 2000 also permits service of documents etc. in electronic mode. Keeping this in view the Ministry of Corporate Affairs vide their circular no.17/2011 dated April 21, 2011 clarified that a Company would have complied with Section 53 of the Companies Act, 1956, if the service of document has been made through electronics mode provided the Company has obtained email addresses of its members for sending the notice/ documents through email by giving an advance opportunity to every shareholders to register their email address and changes therein from time to time with the Company.

In view of the above, the Company requests all its shareholders to kindly provide their email addresses along with client ID/ Folio no. and number of shares as reference to the following email addresses with Subject as N.G. Industries Ltd.- Member Email ID' at [ngmail@vsnl.com](mailto:ngmail@vsnl.com).

## N.G. INDUSTRIES LIMITED

### DIRECTORS' REPORT TO THE MEMBERS:

Your Directors have pleasure in submitting the 18th Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2012.

### FINANCIAL HIGHLIGHTS:

The financial results of the Company are summarised below:

Particulars	Year ended 31.03.2012 (Rs.in lacs)	Year ended 31.03.2011 (Rs.in lacs)
Income from Operations	1326.71	1117.28
Other Income	122.17	67.03
Total Income	1448.88	1184.31
Total Expenditure	1038.76	855.07
Interest	2.82	-
Depreciation	73.11	75.15
Profit before Taxation	334.19	254.09
Provision for Taxation		
Current Tax	72.90	69.10
Deferred Tax	(2.83)	(3.66)
Income Tax Adjustment for the earlier year	1.70	2.79
Net Profit	262.42	185.86
Proposed Dividend	117.27	117.27
Tax on Dividend	19.02	19.02
Transfer to General Reserve	27.00	20.00
Earnings per Share (Rs.)	7.83	5.55

### OPERATIONS AND PROSPECTS:

Your company's Division-'N G Nursing Home' achieved growth as well as consolidated its position as a widely accepted indoor establishment in South Kolkata. It is expected to further consolidate its position in the coming year.

Our first Division – 'N G Medicare & Calcutta Hope Infertility Clinic' continues to face stiff competition from different private medical establishments including large Hospitals which have come up in the city. Sustained efforts have helped us to hold on to our market share through quality services as well as penetration into newer segments.

N G Pharmacy – Our Retail Pharmacy Division continues to operate at two outlets and has grown in its operations.

Company's efforts to provide Total Healthcare Services from Clinics, Diagnostics, Indoor or Outpatient Services to Retail Pharmacy Dispensing in a cost effective and efficient manner will enable it to stay ahead of competitive threats and continue to perform well.

### DIVIDEND:

Your Directors recommend a Dividend of Rs. 3.50 per Equity Share (Previous Year Rs.3.50) for your consideration for the year ended 31st March, 2012. The Dividend will be paid after it is approved at the forthcoming Annual General Meeting.

### DIRECTORS:

Shri Rajkumar Bajoria and Dr. Subash R. Kamath, Directors of the Company, retire by rotation and being eligible offer themselves for re-appointment.

Shri Banwari Lal Goenka, Director retires at the conclusion of the ensuing Annual General Meeting by rotation and has expressed his intention to step down from the said assignment after a long and meritorious service. The Board commends the great zeal and dedication with which Shri Banwari Lal Goenka served the Company during his tenure and places on record the invaluable contribution made by him towards its growth and recommends not to re-appoint him.

## **N.G. INDUSTRIES LIMITED**

### **LISTING WITH STOCK EXCHANGES :**

As per the requirement of Clause 49 of the Listing Agreement with Stock Exchanges, the Company hereby declares that the Listing of its Shares at The Calcutta Stock Exchange Association Ltd. as well as Bombay Stock Exchange Limited continued throughout the year and the Listing Fee due till date stands paid.

### **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**.

### **AUDITORS :**

M/s.M. R. Singhwi & Co., Chartered Accountants, Kolkata, Auditors of the Company, retire and being eligible offer themselves for re-appointment.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :**

Information pursuant to Section 217 (1)(e) of the Companies Act 1956 read with Companies (Disclosures of particulars in the Report of Board of Directors) Rules 1988 are given in the Annexure forming part of this report.

### **PARTICULARS OF EMPLOYEES :**

None of the employees of your Company is covered under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended from time to time.

### **DIRECTORS' RESPONSIBILITY STATEMENT :**

In compliance to the Provisions of Section 217(2AA) of the Companies Act, 1956, your Directors confirm that :

- In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- The Directors had selected such accounting policies and applied them 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 at the end of the financial year and of the profit of the Company for that period.
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Directors had prepared the annual accounts on a going concern basis.

### **CORPORATE GOVERNANCE:**

The Corporate Governance form an integral part of this Report and are set out as separate annexures to this Report. The certificate from the Auditors of the company certifying compliance of condition of Corporate Governance stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges is also annexed to Report on Corporate governance.

**N.C. INDUSTRIES LIMITED**

**SECRETARIAL COMPLIANCE REPORT :**

Pursuant to Section 383A(1) of Companies Act, 1956, the Company is statutorily required to obtain Certificate of Compliance from the practising Company Secretary. The copy of the Compliance Certificate for the Financial Year ended 31<sup>st</sup> March, 2012 as given by M/S. S. R. Associates, Practising Company Secretary is attached herewith as part of our Report.

**DEPOSITS :**

During the period under review, your Company has not accepted any deposit from the Public.

**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.

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For and on behalf of the Board of Directors



Ashok Kumar Goenka  
Chairman

Place : Kolkata

Date : 30th day of May, 2012

## N.G. INDUSTRIES LIMITED

### ANNEXURE TO DIRECTORS' REPORT

Information pursuant to the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2012.

#### A. CONSERVATION OF ENERGY

Not applicable to our Industry.

#### B. TECHNOLOGY ABSORPTION

Research & Development :

1. Specific Areas in which R&D carried out by the Company.
  - (a) Establishment of high standard modern Laboratory for conducting R&D in the field of Embryology, Diagnostics, etc.
  - (b) Carried out training sessions with Consultants for training in various aspects of Diagnosis, Treatment, Embryology etc. through assimilation / adoption of latest technology.
2. Benefits derived as a result of the above R&D. Develop superior skills and expertise, the benefits of which will go to patients of our Medical Centre in form of quality of services.
3. Future plan of Action.
  - (a) Develop new techniques and improvements in various fields of Medical Diagnostics, Infertility etc.
  - (b) To obtain accreditation from NABL for our Laboratory and NABH for our Nursing Home.
4. Expenditure on R&D. The Medical Centre has incurred capital costs for the facilities including Laboratories which are also being made use for R&D purposes. As such no separate costs have so far been quantified as R&D Expenditure.
5. Technology Absorption, Adaption and Innovations :

The Company had taken technology only from its Indian collaborators, M/s. Hope Infertility Clinic, Bangalore and has successfully adapted and absorbed its technology needs for its various Infertility procedures. The collaboration has since been concluded at the end of 5 years.

#### 6. EXPORTS, FOREIGN EXCHANGE EARNINGS AND OUTGO :

##### 1. EXPORTS ACTIVITIES & EXPORTS PLANS:

The Company's activities are in the field of Medical Services at its Centres in Kolkata and as such has no export possibilities.

##### 2. FOREIGN EXCHANGE EARNINGS AND OUTGO (Rs in lacs)

	<u>2011 - 2012</u>	<u>2010 - 2011</u>
EARNINGS	NIL	NIL
OUTGO	NIL	0.57

## N.G. INDUSTRIES LIMITED

### CORPORATE GOVERNANCE REPORT

**COMPANY VISION :** Our vision for the next phase of development is to be considered 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 Code of Governance:

N.G. Industries Limited has over the years endeavored to follow practice of Corporate Governance. N.G. Industries Limited's business objective and that of its management and employees is to provide world class Medical Services at economical rates to citizens. In addition to compliance with regulatory requirements, N.G. Industries Limited endeavors to ensure that standards of ethical and responsible conduct are met throughout the organisation. 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

As per the requirements of Corporate Governance the composition of Board of Directors is required to have combination of non-executive and independent Directors alongwith the executive Directors.

The Board of Directors of the Company include eminent personalities from all walks of life.

#### Composition of Board of Directors:

The present strength of the Board is eight Directors. The Board comprises of two Executive and six Non Executive Directors.

Name of Director	Executive/ Non Executive/ Independent / Non Independent	No. of outside Directorship	Other Committees	
			Member	Chairman
Mr.Ashok Kumar Goenka	Non-Executive / Non-Independent	2	1	1
Mr.Ashok Bhat	Executive / Non-Independent	0		
Mr.Banwari Lal Goenka	Non-Executive / Non-Independent	0		
Mr.Jagdish Chand Kumbhat	Non-Executive / Independent	4		
Mr.Rajkumar Bajoria	Non-Executive / Independent	2	1	
Mr.Rajesh Goenka	Executive / Non-Independent	3	1	1
Dr.Subash R. Kamath	Non-Executive / Independent	0		
Mr.Vinod Kumar Singhi	Non-Executive / Independent	3		

#### Inter Director Relationship:

Mr.Banwari Lal Goenka – Father of Mr.Ashok Kumar Goenka & Mr.Rajesh Goenka

Mr.Ashok Kumar Goenka – Son of Mr.Banwari Lal Goenka & Brother of Mr.Rajesh Goenka

Mr.Rajesh Goenka – Son of Mr.Banwari Lal Goenka & Brother of Mr.Ashok Kumar Goenka

#### Attendance record of Directors:

Name of Director	No. of Board Meetings Held	Attended	Attended last AGM
Mr.Ashok Kumar Goenka	6	6	Yes
Mr.Ashok Bhat	6	6	Yes
Mr.Banwari Lal Goenka	6	6	No
Mr.Jagdish Chand Kumbhat	6	6	Yes
Mr.Rajkumar Bajoria	6	6	Yes
Mr.Rajesh Goenka	6	6	Yes
Dr.Subash R. Kamath	6	6	Yes
Mr.Vinod Kumar Singhi	6	6	No

The Chairman of the Board is a Non Executive Director and the number of Independent Directors on the Board meet the requirement of Corporate Governance.



## N.G. INDUSTRIES LIMITED

### No. of Board Meetings Held 2011-2012:

Total six Meetings were held during the year 2011-2012. The dates on which the said Meetings were held are as follows:-

08 <sup>th</sup> April, 2011	10 <sup>th</sup> October, 2011	-
30 <sup>th</sup> May, 2011	14 <sup>th</sup> November, 2011	-
29 <sup>th</sup> July, 2011	31 <sup>st</sup> January, 2012	-

### Details of Directors being re-appointed (Brief Resume)

Name of Director	Shri Rajkumar Bajoria	Dr. Subash R. Kamath
Date of Birth	02.02.1952	21.07.1959
Qualification	B.Com.	MBBS, FRCS, MCh (Orth)
Experience	39 years in Finance & Corporate Management	Over 26 years as an Orthopaedic Surgeon at various Hospitals in UK till 1995 and thereafter in Kolkata
List of other Companies in which Directorship held as on 31.03.2012	1.Saurav Infotech Pvt.Ltd. 2.Nilachal Refractories Ltd.	None
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director as on 31.03.2012	Member- Audit Committee –Nilachal Refractories Ltd.	None

### 3. Code of Conduct

The Company has adopted a code of conduct for the Board of Directors and Senior Management of the Company and all of them have affirmed compliance of the same.

### 4. Audit Committee

The Company has constituted an Audit Committee comprising of Mr. Jagdish Chand Kumbhat, non-executive and independent Director, Mr.Rajkumar Bajoria, non-executive and independent Director and Dr. Subash R. Kamath, a non-executive and independent Director, Mr.Jagdish Chand Kumbhat being the Chairman of the Committee.

Out of the above, Mr.Jagdish Chand Kumbhat and Mr. Rajkumar 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 Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 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 management before submission to the Board; reviewing the adequacy of internal control systems with management, external and internal auditors and reviewing the Company's financial risk and management policies.

## **N.G. INDUSTRIES LIMITED**

### **Audit Committee Meeting and attendance during the year**

During 2011 - 2012 The Audit Committee Meetings were held on 30.05.2011, 29.07.2011, 14.11.2011 & 31.01.2012.

Name of Director	No. of Meetings attended
Mr.Jagdish Chand Kumbhat	4
Mr.Rajkumar Bajoria	4
Dr.Subash R. Kamath	4

### **5. Subsidiary Companies**

The Company has no Subsidiary.

### **6. Disclosure of issue proceeds**

The Company did not make any Public, Rights or Preferential Issue of Securities during 2011-2012.

### **7. Shareholders Committee**

#### **a) Share Transfer Committee**

The Share Transfer Committee was constituted to deal with various matters relating to share transfer/ transmission, issue of duplicate share certificates, approving the split and consolidation request and other matters relating to transfer and registration of shares.

The members of the committee are Mr.Ashok Bhat, Whole-time-Director, Mr.Rajesh Goenka, Whole-time-Director and Mr.Vinod Kumar Singhi, non-exccutive & independent Director. Mr.Ashok Bhat is the Chairman of the Committee. During financial year 2011-2012, One share transfer committee meeting was held.

#### **b) Shareholders/Investors grievances Committee**

The company constituted the Shareholders/Investors grievances committee to oversee the redressal of shareholders' and investors' grievances in relation to transfer of shares, non-receipt of annual report and non-receipt of dividend.

Shareholders/Investors Grievance Committee comprises of Mr.Ashok Bhat, Whole-time-Director & Compliance Officer, Mr.Raj kumar Bajoria, non-exccutive & independent Director and Mr.Vinod Kumar Singhi, non-exccutive & independent Director. Mr. Vinod Kumar Singhi is the Chairman of the Committee.

### **Shareholders/Investors grievances Committee Meeting and attendance during the year**

During 2011-2012 The Shareholders/Investors grievances Committee Meetings were held on 30.05.2011, 29.07.2011, 14.11.2011 & 31.01.2012.

Name of Director	No. of Meetings attended
Mr.Ashok Bhat	4
Mr.Raj Kumar Bajoria	4
Dr. Vinod Kumar Singhi	4

A total of 5 complaints were received during the year under review, out of which none were pending as on 31st March, 2012.