

5th
Annual Report
1998-99

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N. G. INDUSTRIES LIMITED

N. J. 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

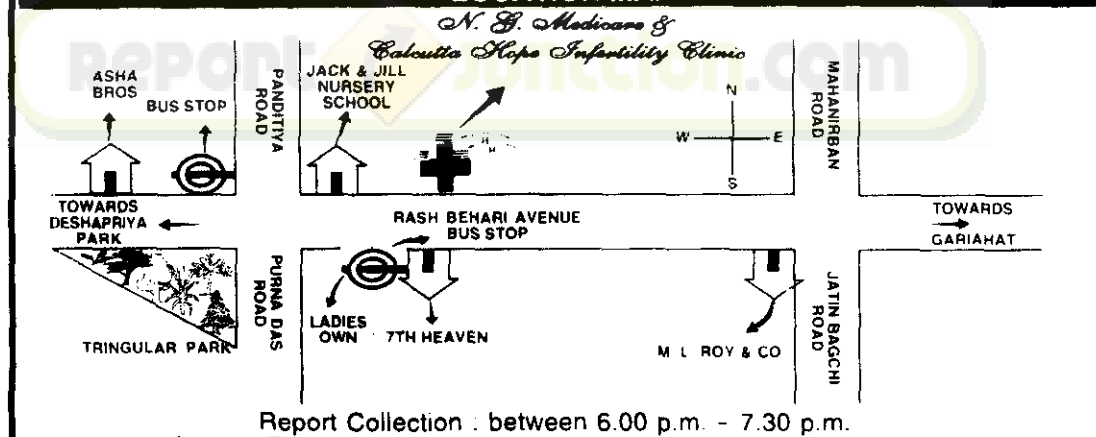
- Operation Theatres fully
geared up to perform
Day Care Surgeries

DAY CARE WARD

SURGERY

- Laparoscopic
Cholecystectomy
- Trans-Urethral
Resection of Prostate

LOCATION MAP



N. G. 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
Bank of America
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 :

: The Calcutta Stock Exchange Association Ltd.
The Stock Exchange, Mumbai

N. G. INDUSTRIES LIMITED

NOTICE TO MEMBERS

NOTICE is hereby given that the 5th 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, 25th September, 1999 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, 1999 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.
3. To appoint a Director in place of Shri Jagdish Chand Kumbhat who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Banwari Lal Goenka 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 sections 269, 309, 198 and schedule XIII and other applicable provisions, if any of the Companies Act, 1956 or any statutory modification or re-enactment thereof, the consent of Company be and is hereby accorded to the re-appointment of Shri Rajesh Goenka, as a whole-time-Director of the Company for further period of five years with effect from 1st September, 1999 upon the terms and conditions as set out in the Explanatory Statement, hereunder with liberty to the Board of Directors to alter and vary the said terms and conditions so as not to exceed the limits specified in the Section 309 read with Schedule XIII of the Companies Act, 1956 or any amendment thereto, as may be agreed to by the Board of Directors and acceptable to Shri, Rajesh Goenka."

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

"RESOLVED that pursuant to the provisions of sections 269, 309, 198, and schedule XIII and other applicable provisions, if any of the Companies Act, 1956 or any statutory modification or re-enactment thereof, the consent of Company be and is hereby accorded to the re-appointment of Shri Ashok Bhat, as a whole-time-Director of the Company for further period of five years with effect from 1st September, 1999 upon the terms and condi-

N. G. INDUSTRIES LIMITED

tions as set out in the Explanatory Statement, hereunder with liberty to the Board of Directors to alter and vary that said terms and conditions so as not to exceed the limits specified in the Section 309 read with Schedule XIII of the Companies Act, 1956 or any amendment thereto, as may be agreed to by the Board of Directors and acceptable to Shri Ashok Bhat."

Registered Office :
17, Chittaranjan Avenue,
3rd Floor, Calcutta- 700 072
Dated : 31st day of May, 1999

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. Pursuant to Section 173(2) of the Companies Act, 1956 the relative Explanatory Statement is annexed hereto.
3. Members are requested to intimate immediately the Company's Registrars M/s. AMI Computers (I) Ltd., 8, Camac Street, Calcutta - 700 017 changes, if any, in their Registered Address.
4. 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.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 1999 to 25th September, 1999 (Both days inclusive).
6. The Dividend on shares as recommended by the Board of Directors of the Company, if sanctioned at the meeting, will be payable to those shareholders whose names appear on the Register of Members of the Company as on 25th September, 1999.

ANNEXURE TO THE NOTICE :

Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special item no. 6 and 7 of business mentioned in the notice of the Annual General Meeting of the Company.

Item No. 6 & 7

The Board of Directors of the Company at its meeting held on 31st May, 1999 has re-appointed Shri Rajesh Goenka and Shri Ashok Bhat as whole-time-Director for further period of five years with effect from 1st September, 1999 on the following terms of appointment.

1. Period of Appointment : 5 years with effect from 1st September, 1999.

N. G. INDUSTRIES LIMITED

2. Remuneration :
- a. Salary : Not exceeding Rs. 20,000/- per month as may be decided by the Board of Directors from time to time to each of said Directors.
 - b. Commission : Commission at 1% of net profits to each of said Directors.
 - c. Perquisites : In addition to the Remuneration, the following terms are applicable to each of said Directors.
 - (i) Leave Travel Assistance for self, wife and dependent children once a year to and fro to any place in India in accordance with the Rules specified by the Company.
 - (ii) Free use of the Company's car for business purposes of the Company.
 - (iii) Provision of telephone at Residence and free facility of calls for business purposes of the Company. Personal long distance calls shall be recoverable.
 - (iv) Reimbursement of Medical and Hospitalisation expenses incurred for self, wife and dependent children.
 - (v) Subject to maximum of two Clubs. This will not include Admission and Life Membership Fees.
 - (vi) Leave, Leave encashment, Contribution to Provident Fund, Insurance Fund, Gratuity Fund, Group Personal Accident Insurance and Superannuation Fund will be as per Company Rules fixed from time to time.
 - (vii) Reimbursement of entertainment expenses actually and properly incurred for the business of the Company.

Right to either party to terminate this Appointment by giving to the other, three months' Notice in writing to each of said Directors.

Except Shri Rajesh Goenka and Shri Ashok Bhat no other director of the Company is concerned or interested in the aforesaid Resolution. Shri Banwari Lal Goenka and Shri Ashok Kumar Goenka are the relatives of Shri Rajesh Goenka and Dr. (Mrs.) Aruna Basu is the relative of Shri Ashok Bhat.

The Explanatory statement together with Resolution as item nos. 6 & 7 to the accompanying Notice is and should be treated as abstract under Section 302 of the Companies Act, 1956.

The Appointment letters are available for inspection at the Registered Office of the Company on any working day during business hours.

N. G. INDUSTRIES LIMITED**DIRECTORS' REPORT****TO THE MEMBERS :**

Your Directors have pleasure in submitting the **5th** Annual Report together with the Audited Statements of Accounts for the year ended 31st March, 1999.

FINANCIAL RESULTS :

In terms of clause 43 of the Listing Agreement we submit hereunder details of projections as indicated in our Prospectus for the Public Issue dated 03.05.1995 vs actuals for the period under review.

Particulars	Projected Profitability Statement (Rs. in Lacs)	Actual Profitability Statement (Rs. in Lacs)
Gross Receipts	394.92	294.10
Net Profit after Tax	136.37	56.89

Reason :

Increased competition in the geographical area surrounding the Company's Medical Centre affected the growth of its Operations and Profit as compared to projected levels.

OPERATIONS AND PROSPECTS :

Our Medical Centre further increased its range and depth of Quality Services and succeeded in reaching out to thousands of patients from the city and outskirts and even from far off places.

Upgradation of equipments, testing methods, improvement of systems, training of staff, etc. have helped us to achieve all round improvement in the quality of services to patients visiting our Centre.

The Company also achieved its plans and started new services during the year like Colour Doppler, Stress Test, Vascular Doppler, Special Pathological tests etc. Our Medical Centre also increased its beds to 15.

The Company has initiated steps to deal with Y2K problem and cost involved will be very nominal. Computer systems have been tested for the said purpose and the same are being upgraded wherever required. There are adequate contingency back up plans for the same.

The Company's Medical Centre has become an established name and landmark in South Calcutta as a Credible Centre of Excellence and the number of doctors as well as patients making use of our services is increasing every day. Keeping in view this trend, your Directors expect to achieve further growth during the current year.

DIVIDEND :

Your Directors recommend a Dividend at the rate of Rs. 1.50 per Equity Share for your consideration for the year ended 31st March, 1999. The dividend will be paid after it is approved at the forthcoming Annual General Meeting.