

# **11<sup>th</sup>** **Annual Report** **2004-2005**

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**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.

## NURSING HOME SERVICES AT A GLANCE

### IMAGING

- CT Scan
- Ultrasonography
- Radiodiagnosis

### CARDIOLOGY

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

### ENDOSCOPY

- Gastroscopy
- Colonoscopy
- Bronchoscopy (Flexible)

### NEUROLOGY

- E.E.G. (21 channels)

### PATHOLOGY

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

### CYTOPATHOLOGY

- Haematology

### ORTHOPAEDICS

- Knee Clinic
- Arthroscopy

### INFERTILITY

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

### SURGERY

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

### OPERATION THEATRES

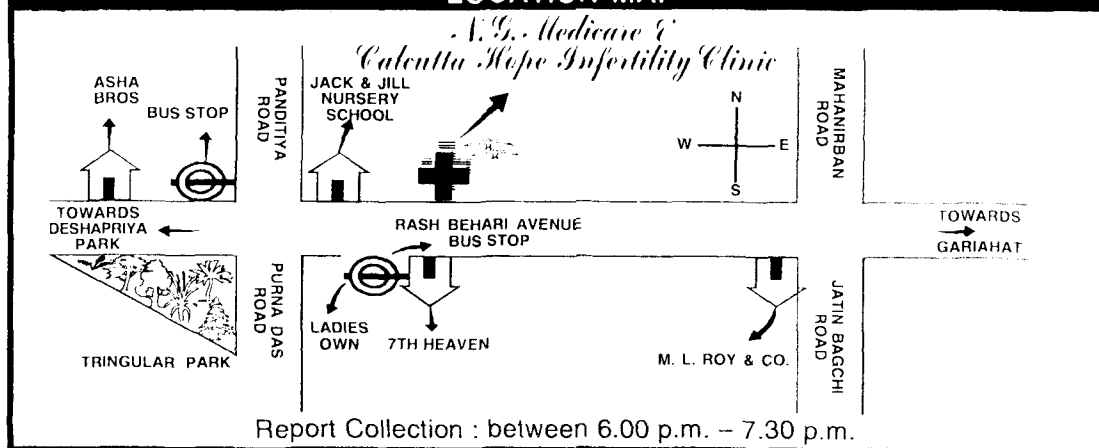
- Operation Theatres fully  
geared up to perform  
Day Care Surgeries

### INDOOR 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  
 Mr. Vinod Singhi  
 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** : Allahabad Bank  
 ING Vysya Bank Ltd.  
 HDFC Bank Ltd.  
 Standard Chartered Bank

**REGISTERED OFFICE** : 17, Chittaranjan Avenue  
 3rd Floor  
 Kolkata-700 072

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

**REGISTRARS & SHARE  
 TRANSFER AGENTS** : M/s. S. K. Computers  
 34/1A, Sudhir Chatterjee Street  
 Kolkata-700 006

**LISTING OF SHARES** : 1. The Calcutta Stock Exchange Association Ltd.  
 7, Lyons Range, Kolkata-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 11th 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-700 019** on Saturday, 24th September, 2005 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, 2005 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 Banwari Lal Goenka, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Jagdish Chand Kumbhat, 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

Dated : 29th day of June, 2005

By Order of the Board

ASHOK KUMAR GOENKA  
CHAIRMAN

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### 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 16th September, 2005 to 24th September, 2005 (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 24th September, 2005. 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 as at the end of business on 15th September, 2005.

## N. G. INDUSTRIES LIMITED

## 5. Appointment/Re-appointment of Directors :

Name of Director	Shri Banwari Lal Goenka	Shri Jagdish Chand Kumbhat
Date of Birth	09-01-1935	21-08-1952
Qualification	Matriculate	F.C.A.
Experience	43 years in Business & Trading	28 years in Finance & Corporate Management
List of other Companies in which Directorship held as on 31-03-2005	None	1. Sombaria Co. Ltd. 2. Indo-Carbon Industries Ltd. 3. Classic Trade Holdings Ltd. 4. Speedways International Pvt. Ltd. 5. The Katakhal Lalabazar Railway Co. Ltd. 6. Bankura Damodar River Railway & Holding Co. Ltd.
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director as on 31-03-2005	None	None

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.
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 ECS facility whereby the dividend will be directly credited electronically to their respective Bank accounts. This will ensure speedier credit of dividend. 'ECS Mandate Forms' had been already sent to all Shareholders.
9. Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, Dividend for the Financial Year 1997-1998 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.

Information in respect of such Unclaimed Dividend when due for transfer to the said Fund, is given below :

Financial Year ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
31-03-1998	19-09-1998	17-09-2005	15-10-2005
31-03-1999	25-09-1999	23-09-2006	21-10-2006
31-03-2000	15-03-2000	27-04-2007	26-05-2007
31-03-2001	29-09-2001	27-09-2008	25-10-2008
31-03-2002	28-09-2002	26-09-2009	24-10-2009
31-03-2003	27-09-2003	25-09-2010	23-10-2010
31-03-2004	25-09-2004	24-09-2011	22-10-2011

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.

## N. G. INDUSTRIES LIMITED

**DIRECTORS' REPORT  
TO THE MEMBERS**

Your Directors have pleasure in submitting the 11th Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2005.

**FINANCIAL HIGHLIGHTS :**

The financial results of the Company are summarized below :

Particulars	Year ended 31-03-2005 (Rs. in lacs)	Year ended 31-03-2004 (Rs. in lacs)
Income from Operations	<b>624.66</b>	580.24
Other Income	<b>33.22</b>	43.24
Total Income	<b>657.88</b>	623.48
Total Expenditure	<b>459.39</b>	433.22
Interest	<b>0.04</b>	0.02
Depreciation	<b>18.06</b>	19.68
Profit before Taxation	<b>180.39</b>	170.56
Provision for Taxation		
Current Tax	<b>54.53</b>	49.03
Deferred Tax	<b>(1.01)</b>	(0.14)
Net Profit	<b>126.87</b>	121.67
Proposed Dividend	<b>83.76</b>	80.41
Tax on Dividend	<b>11.75</b>	10.30
Transfer to General Reserve	<b>17.50</b>	17.50
Earnings per Share (Rs.)	<b>3.78</b>	3.63

**OPERATIONS AND PROSPECTS :**

Your Company's Medical Centre at Rash Behari Avenue in Kolkata achieved a modest growth during the year yet again. The Company has actively taken steps during the year to overcome constraints of space to achieve higher growth in the coming years. The Company also plans to start its Pharmacy in its present premises which is expected to enhance its business prospects.

The Company's new project at Southern Avenue has proceeded smoothly and the construction of the 5 storied Building has come into its final stages, with finishing work being undertaken now and work on the interiors is about to begin. The project once implemented, will significantly contribute to the future performance of your Company.

**N. G. INDUSTRIES LIMITED****DIVIDEND :**

Your Directors recommend a Dividend of Rs. 2.50 per Equity Share (Previous Year Rs. 2.40) for your consideration for the year ended 31st March, 2005. The Dividend will be paid after it is approved at the forthcoming Annual General Meeting.

**DIRECTORS :**

Shri Banwari Lal Goenka and Shri Jagdish Chand Kumbhat, Directors of the Company, retire by rotation and being eligible offer themselves for re-appointment.

**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 The Stock Exchange, Mumbai 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.

## N. G. INDUSTRIES LIMITED

- 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.

### **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.



Place : Kolkata  
Dated : 29th day of June, 2005

For and on behalf of the Board of Directors  
ASHOK KUMAR GOENKA  
CHAIRMAN



## 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, 2005.

**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 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.
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 Diagnostics at its Centre in Kolkata and as such has no export possibilities.

**2. FOREIGN EXCHANGE EARNING\$ AND OUTGO (Rs.)**

	<u>2004-2005</u>
EARNINGS	NIL
OUTGO	70,054

## N. G. INDUSTRIES LIMITED

**CORPORATE GOVERNANCE REPORT****1. Company's Philosophy on Code of Governance :**

The Company is committed to achieve highest international standards of Corporate governance and it is a matter of integral system for our Company. We believe that Corporate governance is dependent on transparency, maximum disclosures, un-baised monitoring being fair to all Shareholders especially minority Shareholders.

To ensure a good Corporate Governance, we have a good professional management team and our Board of Directors consists of professional, non-executive and independent Directors who effectively monitor the management progress and key corporate decisions.

**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	No. of Membership/ Chairmanship in other Board Committees
Mr. Ashok Kumar Goenka	Non-Executive/Non-Independent	2	—
Mr. Ashok Bhat	Executive/Independent	1	—
Mr. Banwari Lal Goenka	Non-Executive/Non-Independent	0	—
Mr. Jagdish Chand Kumbhat	Non-Executive/Independent	6	—
Mr. Raj Kumar Bajoria	Non-Executive/Independent	2	—
Mr. Rajesh Goenka	Executive/Non-Independent	4	—
Dr. Subash R. Kamath	Non-Executive/Independent	0	—
Mr. Vinod Singhi	Non-Executive/Independent	3	—

**Attendance record of Directors**

Name of Director	No. of Board Meetings Held	Attended	Attended last AGM
Mr. Ashok Kumar Goenka	7	7	Yes
Mr. Ashok Bhat	7	7	Yes
Mr. Banwari Lal Goenka	7	6	No
Mr. Jagdish Chand Kumbhat	7	6	Yes
Mr. Raj Kumar Bajoria	7	6	Yes
Mr. Rajesh Goenka	7	7	Yes
Dr. Subash R. Kamath	7	5	Yes
Mr. Vinod Singhi	7	6	Yes

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.