

# **15<sup>th</sup>**

## **Annual Report**

### **2008-2009**

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.

## 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)
- NCV / EMG

### 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

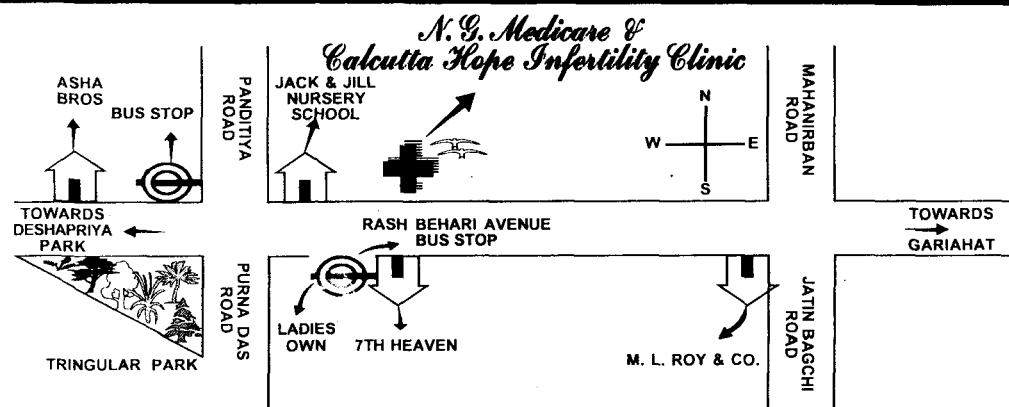
- Operation Theatres fully  
geared up to perform  
Day Care Surgeries

### INDOOR WARD

### SURGERY

- Laparoscopic  
Cholecystectomy
- Trans-Urethral  
Resection of Prostate

## LOCATION MAP



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
- 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
- ICICI Bank Ltd.
- ING Vysya Bank Ltd.
- HDFC Bank Ltd.
- Standard Chartered Bank

**REGISTERED OFFICE** :

- 17, Chittaranjan Avenue
- 3rd Floor
- Kolkata-700 012

**DIVISIONS** :

1. N. G. Medicare & Calcutta Hope Infertility Clinic  
123A, Rash Behari Avenue  
Kolkata-700 029
2. N. G. Nursing Home  
23, Meghnad Saha Sarani  
(Renamed from Southern Avenue)  
Kolkata-700 026
3. N. G. Pharmacy  
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. Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400 001

## N. G. INDUSTRIES LIMITED

### NOTICE TO MEMBERS

NOTICE is hereby given that the 15th 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, 19th September, 2009 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, 2009 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 Raj Kumar 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  
Dated : 29th day of June, 2009

By Order of the Board  
ASHOK KUMAR GOENKA  
CHAIRMAN

## N. G. INDUSTRIES LIMITED

**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 11th September, 2009 to 19th September, 2009 (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 19th September, 2009. 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 10th September, 2009.
5. Appointment / Re-appointment of Directors :

Name of Director	Shri Raj Kumar Bajoria	Dr. Subash R. Kamath
Date of Birth	02-02-1952	21-07-1959
Qualification	B.Com	MBBS, FRCS, MCh (Orth)
Experience	36 years in Finance & Corporate Management	Over 23 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 31-03-2009	1. Saurav Infotech Private Limited 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 31-03-2009	Member - Audit Committee Nilachal Refractories Ltd.	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.

## N. G. INDUSTRIES LIMITED

9. Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, Dividend for the Financial Year 2001-2002 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
31-03-2002	28-09-2002	03-11-2009
31-03-2003	27-09-2003	02-11-2010
31-03-2004	25-09-2004	31-10-2011
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

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, 2001 have been transferred to the Investor Education and Protection Fund.

## N. G. INDUSTRIES LIMITED

## DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in submitting the 15th Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2009.

### FINANCIAL HIGHLIGHTS :

The financial results of the Company are summarised below :

Particulars	Year ended 31-03-2009 (Rs. in lacs)	Year ended 31-03-2008 (Rs. in lacs)
Income from Operations	953.59	919.31
Other Income	14.04	337.11
Total Income	967.63	1,256.42
Total Expenditure	720.70	681.08
Interest	—	13.80
Depreciation	71.72	74.62
Profit before Taxation	175.21	486.92
Provision for Taxation		
Current Tax	61.24	56.25
Deferred Tax	(5.76)	(4.52)
Fringe Benefit Tax	1.24	1.92
Net Profit	118.49	433.27
Proposed Dividend	97.16	93.81
Tax on Dividend	16.51	15.94
Transfer to General Reserve	15.00	50.00
Earnings per Share (Rs.)	3.54	12.93

### OPERATIONS AND PROSPECTS :

During the year your Company's Division – "N. G. NURSING HOME" consolidated its operations and established its image as a reliable, modern and affordable indoor establishment for quality healthcare in the City. It is poised to achieve higher capacity utilization in the coming years. The Company is also seeking approval of sanctioning authorities to utilize the ground floor of its premises for further Clinical and associated activities and hopes to receive the approval subject to payment of necessary fees. This will enhance our infrastructure as well.

"N. G. Medicare & Calcutta Hope Infertility Clinic" – Our first Division continues to enjoy wide patronage of all sections of citizens of South Kolkata. However increased competition from several new establishments have created pressure on growth. Corporate spending on healthcare, Check-ups, Clinics have also been effected by the economic slowdown. This economic situation also effected purchasing capacity in the hands of individuals effecting their outlays on healthcare.

**N. G. INDUSTRIES LIMITED**

N. G. Pharmacy – our retail Pharmacy division has established itself well in the neighborhood and we plan to start a second retail outlet at premises of N. G. Nursing Home at Southern Avenue, Kolkata soon.

Company's strong emphasis on quality and consolidation at every stage will enable it to face the Competitive threats that it faces and will reflect into better performance in coming years.

**DIVIDEND :**

Your Directors recommend a Dividend of Rs. 2.90 per Equity Share (Previous Year Rs. 2.80) for your consideration for the year ended 31st March, 2009. The Dividend will be paid after it is approved at the forthcoming Annual General Meeting.

**DIRECTORS :**

Shri Raj Kumar Bajoria and Dr. Subash R. Kamath, 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 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.



## N. G. INDUSTRIES LIMITED

### **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.

### **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, 2009

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, 2009.

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

**2. FOREIGN EXCHANGE EARNINGS AND OUTGO (Rs.)**

	<u>2008-2009</u>
EARNINGS	NIL
OUTGO	NIL