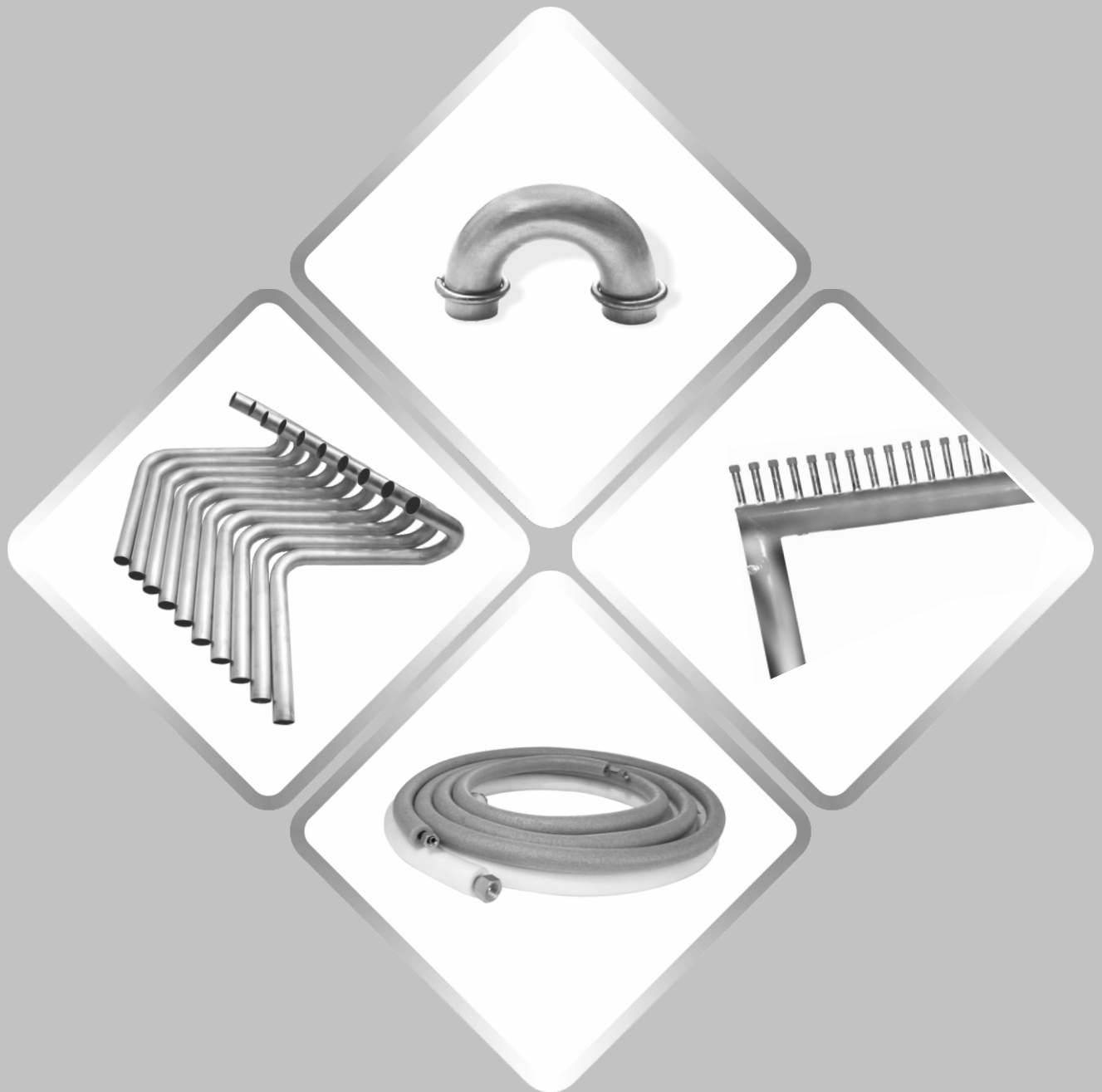




**A.B.C. Gas International Ltd.**



**THIRTY FIFTH  
ANNUAL REPORT  
2014 - 15**

# ABC GAS (INTERNATIONL) LTD

## BOARD OF DIRECTORS

S.P.Shorewala	Chairman
Satish Shorewala	Managing Director
Rohith Shorewala	Whole Time Director
C. P. Singhanian	Independent Director
Dr. Paras Gandhi	Independent Director
A.S.Ganerawal	Independent Director
Neelam Shorewala	Woman Director

## KEY MANAGERIAL PERSONNEL

Mr. Manohar Shetage, Chief Financial Officer

## REGISTERED OFFICE

1, Mahesh Villa, B. G. Kher Road, Worli, Mumbai - 400 018

## BANKER

HDFC Bank Ltd.  
Axis Bank Ltd.  
IDBI Bank Ltd.  
Punjab National Bank Ltd.  
State Bank Of India.

## AUDITORS

Bhuwania & Agrawal Associates  
Chartered Accountants  
503/505 J.S. Seth Road,  
Chira Bazar, Mumbai - 400 002.

## REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamics (India) Private Limited,  
Unit 1, Luthra Industries Premisess,  
Andheri -Kurla Road, Safed Pool,  
Andheri ( E) ,Mumbai - 400 072

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## **NOTICE TO MEMBERS**

Notice is hereby given that the Thirty Fifth Annual General Meeting of the members of **ABC GAS (INTERNATIONAL) LIMITED** will be held on Wednesday the 30th day of September, 2015 at 4:00 p.m at 1 Mahesh Villa, B.G. Kher Road, Worli, Mumbai - 400 018 to transact the following business as:

### **ORDINARY BUSINESS:-**

1. To receive, consider and adopt receive, consider and adopt the Audited Financial Statement of the Company for the financial year March 31, 2015 and Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rohit Satish Shorewala (holding DIN 01650221) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of auditors of the company and to fix their remuneration and to pass resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 (2) and 142(1) of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the reappointment of the statutory auditors of company M/s Bhuwania & Agrawal Associates (Registration No : 101483W), Chartered Accountants, be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable service tax and reimbursement of travelling and other incidental expenses to be incurred by them in the course of their audit."

### **SPECIAL BUSINESS:**

4. To appoint of Mrs. Neelam Shorewala (DIN: 01637681) as Director

To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an **Ordinary Resolution:-**

**"RESOLVED THAT**, pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 (herein referred to as the "Act") and the Rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force) and applicable provisions of the Articles of Association of the Company and the Listing Agreement, Mrs. Neelam Shorewala (DIN: 01637681) who was appointed as an Additional Woman Director of the Company with effect from March 30, 2015, by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of the Director, be and is hereby appointed as a Director of the Company."

By order of the Board  
**For ABC Gas (International) Ltd.**

**S.P. Shorewala**  
**Chairman**  
**DIN:-00088077**

Date:-12.08.2015

Place:-Mumbai

### **Registered Office:**

1 Mahesh Villa, B.G. Kher Road,  
Worli, Mumbai - 400 018

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company . Member holding more than more than ten percent of the total share capital of the Company may appoint single person as proxy who shall not act as proxy for any person or shareholder. The instrument appointing a proxy in order to be effective must be deposited, duly completed and signed, with the Company at its registered office not less than 48 hours before the time of holding the meeting. Proxies submitted on behalf of Companies , societies etc., must be supported by an appropriate resolution/ authority as applicable.
2. An Explanatory Statement in respect of the above special Businesses as required under section 102 of the Companies Act, 2013 is annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. The register of members and the share transfer books of the company will remain closed from Tuesday, 29th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
5. Members are requested to intimate change in their address.
6. The shareholders are requested to send their request for demat of shares to our Registrar and Share Transfer Agent M/s. Sharex Dynamics (India) Private Limited, Unit No. 1, Luthra Ind. Premises, Andheri Kurla Road, Safed Pool, Andheri East, Mumbai - 400072 or to the company's registered office to our investors' relationsdepartment.
7. Shareholders holding shares in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant share certificates to the company's registrar and transfer agents, M/s Sharex (India) Private Limited.
8. Members are requested to bring copies of annual report to the annual general meeting.
9. The member / proxies should bring the attendance slip duly filled in and signed for attending the meeting.
10. Members are requested to quote ledger folio number in their correspondence.
11. Shareholders desiring any information as regards to the Accounts are requested to write to the Company at least Seven days in advance of the Annual General Meeting so that the information, to the extent practicable, can be made available at the Annual General Meeting.
12. Electronic copy of the Annual Report, Notice of the Meeting of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. In view of Go Green initiative being undertaken by the Company, Members who have not yet registered their e-mail address so far are requested to register/update their e-mail addresses with the Company's RTA or with the Company. Shareholders holding shares in dematerialized form are requested to register their e-mail addresses and changes therein with the concerned Depositories through their Depository Participant.

## 14. Details of Director Seeking Re-Appointment/Appointment at the Annual General Meeting

Name	Mr. Rohith Shorewala	Mrs. Neelam Shorewala
Date of Birth	25/02/1981	16/08/1958
Directors Identification Number (DIN)	01650221	01637681
Age	34	57
Qualification	B.COM , MBA	B.A
Expertise in Specific Area	Marketing	Marketing
Date of first Appointment on board of the Company	30/09/2009	30/03/2015
Shareholding	64700	89400
List of Directorship held in other companies	ABC TUBE INDUSTRIES LTD. SINCERE DISTRIBUTORS PVT. LTD. DELTA PIPE FITTINGS PVT LTD.	ABC TUBE INDUSTRIES LTD.
Membership/Chairmanships of Audit and stakeholders relationship committees	NO	NO

## 15. SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 w.e.f. 19 March 2015 and Clause 35B of the Equity Listing Agreement, the Company is pleased to provide to the members, the facility of voting by electronic means in respect of business to be transacted at the Meeting which includes the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") and the same will be provided by Central Depository Services (India) Limited (CDSL).
- ii. The facility of voting through ballot or polling paper shall also be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting. The members who have casted their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
- iii. The company has appointed Mr. Anish Gupta of M/s Anish Gupta & Associates, a practicing Company Secretary as scrutinizer to scrutinize the e-voting process in a fair and transparent manner

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 27.09.2015 at 9:00 A.M and ends on 29.09.2015 at 5:00 P.M During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **<Company Name>** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

### ITEM NO: 4

The Board of Directors of the Company had appointed Mrs. Neelam S. Shorewala as an Additional Woman Director of the Company with effect from 30th March, 2015. The Additional Director holds office until the date of ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('Act') but is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the said Act from a Member along with requisite deposit signifying his intension to propose Mrs. Neelam S. Shorewala for appointment as a Director of the Company.

The Company has received from Mrs. Neelam S. Shorewala (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mrs. Neelam S. Shorewala as Director of the Company pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

In the opinion of the Board, Mrs. Neelam S. Shorewala, as Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and she is Non-Executive director of the Company and liable to be retire by rotation.

Except Mrs. Neelam Shorewala, Mr. S.P. Shorewala, Mr. Satish Shorewala and Mr. Rohith Shorewala, no other director, key managerial personnel or their relatives, are interested in or concerned with the said resolution.

The Board commends the resolution set forth in Item no. 4 for the approval of the members.

By order of the Board  
For ABC Gas (International) Ltd.

**S.P. Shorewala**  
Chairman  
DIN:-00088077

Date:-12.08.2015

Place:-Mumbai

### Registered Office:

1 Mahesh Villa, B.G. Kher Road,  
Worli, Mumbai - 400 018

## REPORT OF THE BOARD OF DIRECTORS

To,  
The Members

Your Directors have pleasure in presenting the Thirty Fifth Annual Report of your company together with the Audited Statements of Accounts for the year ended **31st March, 2015**.

### Financial summary or highlights/Performance of the Company (Standalone)

(Rs. In Lacs)

Particulars	Standalone	Standalone
Particulars	2014-2015	2013-14
Total Income	451.81	296.19
Total Expenditure	436.59	276.11
Profit/(Loss) before taxation	17.10	20.49
Provisions for tax	1.48	4.59
Profit/(Loss) after taxation	15.52	15.90
Balance carried forward to Balance Sheet	15.52	15.90

### BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR

During the year under review, the Company earned a total revenue of Rs.4,51,81,302/- against Rs. 2,96,19,107/- of the previous year. The net profit after tax incurred by the Company for the year under review has been Rs. 15,51,965/- against the profit after tax of Rs. 15,90,124/- achieved by the Company for the previous year.

### CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business of the Company.

### DIVIDEND

In view of inadequate profits, your Directors are unable to declare any dividend for the year ended 31st March 2015.

### DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### SHARE CAPITAL:

Presently, the Share Capital of the Company is Rs. 1,98,00,000/- divided into 19,80,000 Equity Shares of Rs. 10/- each.

### CORPORATE GOVERNANCE:

Your company complies with the provisions laid down in Corporate Governance laws. It believes in and practices good corporate governance. The Company maintains transparency and also enhances corporate accountability. Pursuant to Clause 49 of the Listing Agreement with the stock exchanges, the following forms part of this Annual Report:

1. Declaration regarding compliance of Code of Conduct by Board Members and Senior Management Personnel;
2. Management Discussion and Analysis;
3. Report on the Corporate Governance and
4. Auditors Certificate regarding compliance of conditions of Corporate Governance.



**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

During the period under review, the provisions of CSR is not applicable to the Company. Hence, your directors have not constituted the Corporate Social Responsibility Committee.

**SUBSIDIARY COMPANIES:**

The Company does not have any subsidiary company.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has not given any loans, guarantees or made any investments under Section 186 of the Companies Act, 2013 during the financial year 2014-2015.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:**

The information on conservation of energy and technology absorption and foreign exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 are as under;

**A. Conservation of Energy, Technology Absorption:**

The Company operations do not account for substantial energy consumption. However, the Company is taking all possible measures to conserve energy. As an ongoing process, the following measures are undertaken.

**(a) Conservation of energy measures taken:**

The Board of Directors has taken following steps to conserve the energy:

- Switching off lights, A/C and computers whenever not used.
- Power utilization on all computers, pantry and cabins.
- Planning to replace lights with low energy consumption units.
- The Board is considering the option of using solar energy resources.
- Controlled the energy consumption by optimizing the temperature inside the office premises is the major contributor for the energy conservation for the stores.
- Optimized lighting consumption by strictly controlling the operating hours as per the usage pattern.

**Impact:**

After constant monitoring and effective utilization, the company's electricity bill has shown reduction. The board is constantly taking initiatives and steps to reduce the bills and is optimist for a favorable output. The Board is also using energy saver equipments.

**(b) Technology absorption measures:**

(i)	The efforts made towards Technology Absorption	The Company is searching for the advance technology which can be used in the Company's premises.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	The benefits will be seen in future.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported (b) the year of import; (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	– – – – –
(iv)	the expenditure incurred on Research and Development	–

**B. Foreign Exchange Earnings And Outgo**

There were no foreign exchange earnings and outgo during the year under review.

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:**

The Company does not have any employees drawing remuneration in excess of the limits specified in Section 197(12) read with Rule 5 of (Appointment and remuneration of managerial Personnel) Rules, 2014.

**CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:**

There were no contracts or arrangements entered into by the company in accordance with provisions of Section 188 of the Companies Act, 2013.

There were no materially significant transactions with Related Parties during the financial year 2014-15. Suitable disclosures as required under AS-18 have been made in the Notes to the financial statements.

The policy on Related Party Transactions was approved by the Board of Directors. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

**RISK POLICY:**

Pursuant to the applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has in place a robust business Risk Management framework to identify and evaluate business risks and opportunities. At present, the Company has not identified any element of risk which may threaten its existence.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an Internal Control System, commensurate with the size of its operations. Internal control systems comprising of policies and procedures are designed to ensure sound management of your Company's operations, safekeeping of its assets, optimal utilizations of resources, reliability of its financial information and compliance.

Systems and procedures are periodically reviewed to keep pace with the growing size and complexity of your company's operation.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the period.
- c. The directors have 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.
- d. The directors have prepared the annual accounts on a going concern basis.
- e. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.