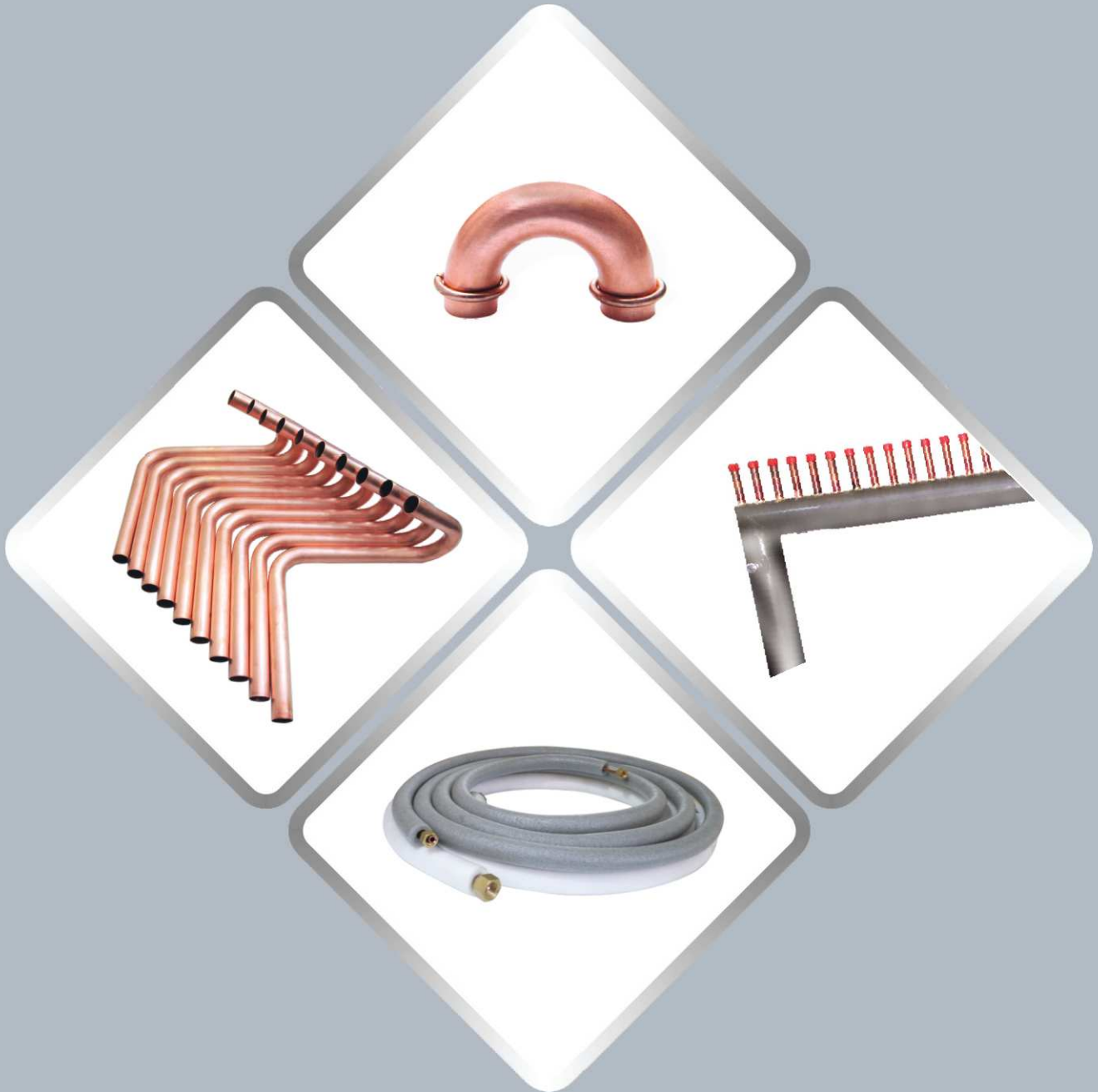




A.B.C. Gas International Ltd.



**THIRTY NINETH
ANNUAL REPORT
2018-19**

ABC GAS (INTERNATIONAL) LTD.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. Shyamlal Prasad Shorewala	- Chairman & Director
Mr. Satish Shymalprasad Shorewala	- Managing Director
Mr. Rohith Satish Shorewala	- Whole Time Director
Mrs. Neelam Satish Shorewala	- Director
Mr. Chandraprakash Singhania	- Independent Director
Mr. Arun Ganeriwal	- Independent Director
Mr. Manohar Shetage	- Chief Financial Officer
Mrs. Nidhi VinodKumar Darak	- Company Secretary and Compliance Officer (Appointed w.e.f.30.03.2019)

REGISTERED OFFICE:

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

BANKER

HDFC Bank Ltd. Axis Bank Ltd.
IDBI Bank Ltd.

STATUTORY AUDITORS

M/s. B.P. KABRA & ASSOCIATES

Room No. 21, 1st Floor, 66,
Chandanwadi, Marine Lines,
Mumbai 400 002

SECRETARIAL AUDITOR

M/S. Madhukar K. Apte & Associates
Practicing Company Secretaries

REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamic (India) Private Limited,
C 101, 247 Park,
LBS Marg, Vikhroli West.
Mumbai - 400 083

CONTENTS	PAGE NO.
NOTICE	01
DIRECTOR'S REPORT	14
MANAGEMENT DISCUSSION & ANALYSIS REPORT	23
STATUTORY AUDITOR'S REPORT	36
BALANCE SHEET	44
STATEMENT OF PROFIT AND LOSS ACCOUNT	45
CASH FLOW STATEMENT	46
NOTE TO FINANCIAL STATEMENTS	48

NOTICE OF 39TH ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty Ninth Annual General Meeting** of the members of **ABC GAS (INTERNATIONAL) LIMITED** will be held on **Saturday, 28th day of September, 2019 at 11.30 A.M.** at Janata Shikshan Sanstha's High School, Adarsh Nagar, Worli, Mumbai-400 030 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year March 31, 2019 together with Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Mr. Rohith Satish Shorewala (DIN: 01650221) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 Section 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation and approval of the Nomination and Remuneration Committee, Mr. Yash Ratanlal Mardia (DIN: 06735082), who was appointed as additional Independent Director w.e.f. 27th June, 2019 and whose term expires at the ensuing Annual General Meeting of the company and who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment as an Independent Director be and is hereby appointed as an Independent Director of the Company for a period of five years from 27th June, 2019 to 26th June, 2024, whose office shall not be liable to retire by rotation.”
4. 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 Section 149, 150, 152, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation and approval of the Nomination and Remuneration Committee, Mr. Akhilesh Singhal (DIN: 08479112), who was appointed as additional Independent Director w.e.f. 27th June, 2019 and whose term expires at the ensuing Annual General Meeting of the company and who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment as an Independent Director be and is hereby appointed as an Independent Director of the Company for a period of five years from 27th June, 2019 to 26th June, 2024, whose office shall not be liable to retire by rotation.”
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for time being in force), subject to such further approvals as may be necessary, consent of the members be and is hereby accorded for the reappointment of Mr. Satish Shorewala (DIN: 00055358) as the Managing Director of the Company with effect from 01st August, 2019 to 31st July 2024 for the term of 5 years on such remuneration and terms and conditions as per the terms of his appointment.