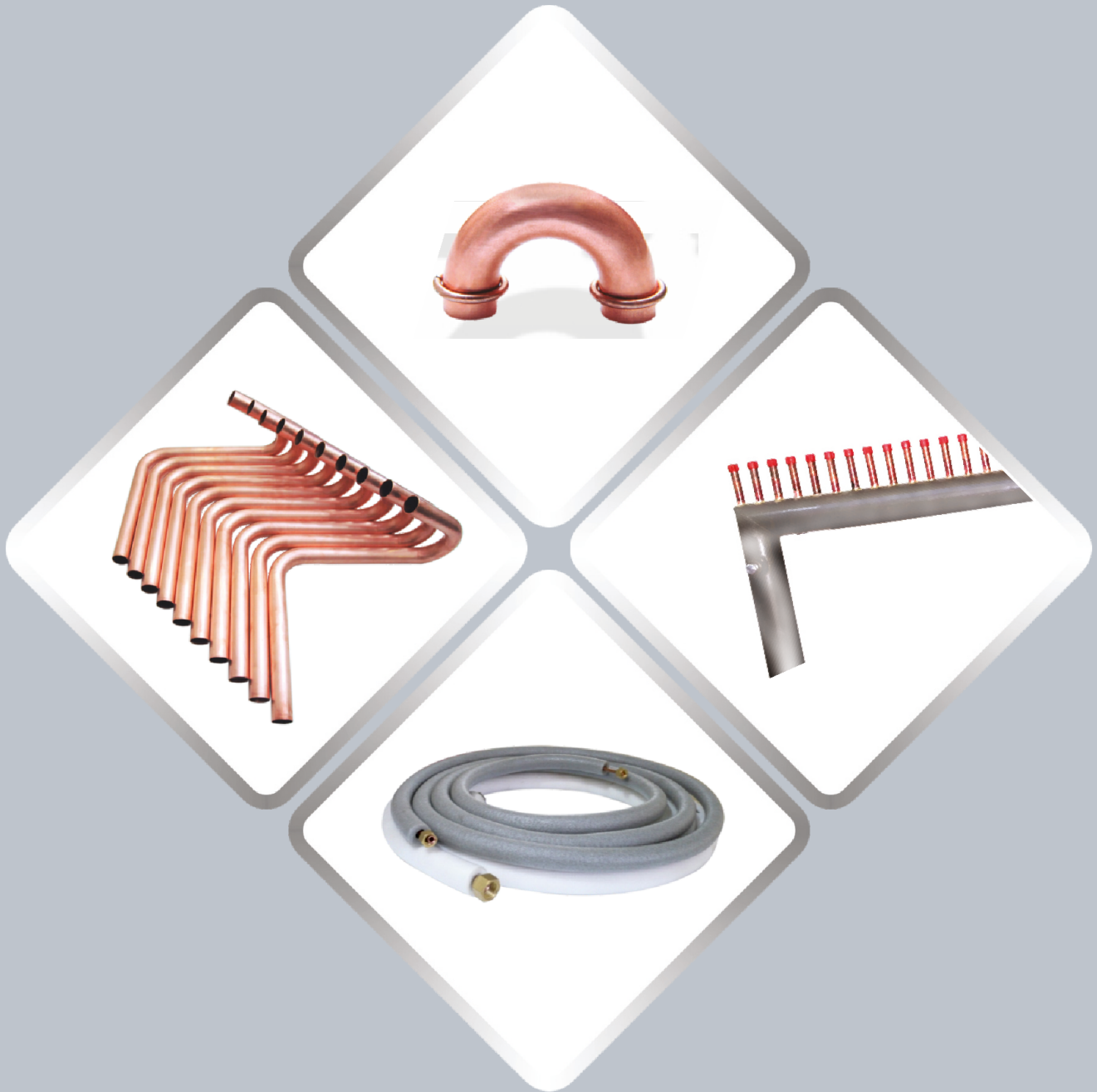




A.B.C. Gas International Ltd.



**FORTY THIRD
ANNUAL REPORT
2022-23**

FORTY THIRD ANNUAL REPORT

2022-2023



ABC GAS (INTERNATIONAL) LTD

Corporate Information

➤ BOARD OF DIRECTORS

Mr. Shyamlal Prasad Shorewala(DIN:00088077)
Chairman (Executive Director)

Mr. Rohith Satish Shorewala(DIN:01650221)
Whole Time Director

Mr. Neelam Satish Shorewala(DIN:01637681)
Executive Director

Mr. Yash Ratanlal Mardia(DIN:06735082)
Independent Director and Non- Executive Director

Mr. Akhilesh Singhal (DIN:08479112)
Independent and Non-Executive Director

➤ SECRETARIAL AUDITORS

M/S. VKMG & ASSOCIATES LLP
Company Secretaries,

➤ STATUTORY AUDITORS

M/s. Jhunjhunwala Jain & Associates LLP
Mumbai

➤ REGISTRAR AND SHARE TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED

C 101, 247 Park,L B S Marg,

Vikhroli (West),Mumbai - 400083

Email id: mumbai@linkintime.co.in

Contact No.: +91 22 49186000 Fax: +91 22 49186060

➤ REGISTERED OFFICE

1, Mahesh Villa, Worli,
Mumbai – 400 018

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NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting ("AGM") of the Members of **ABC Gas (International) Limited** (the "**Company**") will be held on Friday, September 29, 2023 at 4:00 p.m. through Video Conferencing/Other Audio Visual Means ("**VC/OVAM**") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2023, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a Director in place of Mrs. Neelam Satish Shorewala (DIN: 01637681), as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **ordinary resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of the Company and Regulation 17(1A) 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), approval of the Members of the Company be and is hereby accorded to the re-appointment of Mrs. Neelam Satish Shorewala (DIN: 01637681), who retires by rotation at this meeting and being eligible, offers herself for re-appointment and continuation as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors
For ABC Gas (international) Limited

Place: Mumbai
Date: 14.08.2023

Shyamal Prasad Shorewala
Chairman
DIN No:- 00088077

Registered office:
ABC Gas International Limited
1, Mahesh Villa, Worli, Mumbai-400018
Tel.: 022 24935508 / 24938697
Website: www.abcgas.co.in
Email: cs@abcgas.co.in

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('**Act**') read with Secretarial Standard on General Meetings ("**SS-2**") and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("**Listing Regulations**") setting out the material facts concerning each item of Special Businesses to be transacted at the Annual General Meeting ("**AGM**") is annexed hereto and forms part of the Notice. Information on the Director proposed to be appointed/re-appointed at the meeting as required under Regulation 36 (3) of the Listing Regulations and SS-2 are also provided in the **Annexure** to this Notice.
2. The Ministry of Corporate Affairs ('MCA') has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, and December 14, 2021 and May 5, 2022 (collectively referred to as 'MCA Circulars'), permitted convening the Annual General Meeting ('AGM' / 'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ('the Act') read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail Id either with the Company or the registrar and share transfer agent of the Company ("**Registrar and Share Transfer Agent**") or with the Depository Participants. Accordingly, in terms of aforesaid provision and MCA Circulars and SEBI Circular electronic copy of the Notice along with the Annual Report for the financial year ended March 31, 2023, consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith, is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website <http://www.abcgas.co.in/annual-reports/> , websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com.
4. a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of Registrar and Transfer Agent at <https://web.linkintime.co.in/KYC-downloads.html>) duly filled and signed along with requisite supporting documents to Company's Registrar and Share Transfer Agents, Link In time India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli-West, Mumbai-400083.

(b) Members holding shares in dematerialised mode, who have not registered / updated their e-mail address are requested to register / update the same with the Depository Participant(s) where they maintain their demat accounts.

Further, in terms of MCA Circulars, the Company has made special arrangements with Link Intime for temporary registration of email addresses. Therefore, the Members can update their email address with the Company for limited purpose of receiving the Annual Report including Notice of

the AGM for FY 2022-23 (including e-voting instructions along with the User ID and the Password to enable e-voting) electronically, by sending an email on rnt.helpdesk@linkintime.co.in

5. The Company has enabled the Members to participate at the AGM through the VC/OAVM facility provided by Link Intime India Private Limited ("Link Intime"), Registrar and Reansfer Agent. The instructions for participation at the AGM through VC/OAVM by members are given in instruction part of this Notice.
6. As per the provisions under the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of Registrar and Transfer Agent- Link Intime India Private Limited to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
8. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting- The process of remote e-voting with necessary user id and password is given in the instruction part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC/OAVM.
9. In terms of MCA Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system during the meeting while participating through VC/OAVM facility.
10. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. If a Member cast votes by both modes i.e., e-voting system at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
11. Voting rights of the members (for voting through remote e-voting) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 22, 2023. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting.
12. Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
13. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized

representative(s), to the Company at cs@abcgas.co.in with a copy to <https://instavote.linkintime.co.in> to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ EVENT NO". Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.

14. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from April 01, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions. Members can contact Company's Registrar and Share Transfer Agent viz; Link Intime for assistance in this regard. However, members can continue to make request for transmission or transposition of securities held in physical form.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and other requisite documents shall be made available only in electronic form for inspection during the AGM. All relevant documents referred to in the Notice and Explanatory Statement would be made available for inspection by the members through electronic mode up to the date of AGM and at the AGM.
17. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mrs. Neelam Satish Shorewala (DIN: 01637681), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Director has furnished the requisite declaration for her re-appointment. The Board of Directors of the Company recommends his re-appointment.

Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the 'Annexures' to the Notice.

18. The Securities and Exchange Board of India ('SEBI') also, vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05 2023 ('SEBI Circulars'), has dispensed with the requirement of printing and dispatch of annual reports by the companies to their shareholders.
19. All relevant documents referred to in the Notice and Explanatory Statement would be made available for inspection by the members through electronic mode up to the date of AGM and at the AGM. Members seeking to inspect such documents can send an e-mail to cs@abcgas.co.in.
20. As mandated by the Securities and Exchange Board of India ('SEBI'), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialization
21. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 ('SEBI Circulars')

mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and e-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details. Any service request shall be entertained by Link Intime only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by Link Intime in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by Linkintime / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002

22. Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc., as per instructions set out below:

- For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and Link Intime to provide efficient and better service to the Members. Link Intime has provided a facility for registration / updation of e-mail address and nomination through the link: <https://web.linkintime.co.in/KYC-downloads.html>
- For shares held in physical form: Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, e-mail address, mobile number, specimen signature, bank account details and nomination by submitting to Link Intime the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR -1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

The aforesaid forms can be downloaded from the Company's website at <http://www.abcgas.co.in/wp-content/uploads/2022/09/Instructions-for-furnishing-of-PAN-KYC-details-and-Nomination-by-holders-of-physical-securities-pdf.pdf>

23. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:-

- Change in their residential status on return to India for permanent settlement;
- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.

24. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; renewal / exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to Link Intime as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at <https://web.linkintime.co.in/client-downloads.html>

All aforesaid documents/requests should be submitted to Link Intime, at the address mentioned below:

Ms. Mahesh Masurkar, Manager
Link Intime India Private Limited
ABC GAS (INTERNATIONAL) LTD.
C 101, Embassy 247,
L.B.S.Marg, Vikhroli (West),
Mumbai - 400083.
Toll-free No.: 1800 1020 878 (from 10:00 a.m. (IST) to
4:00 p.m. (IST) on all working days).
E-mail: rnt.helpdesk@linkintime.co.in

25. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Friday, September 22, 2023 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Link Intime India Private Limited from a place other than the venue of the Meeting (remote e-voting).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Monday, September 25, 2023 and
end of remote e-voting: Up to 5.00 p.m. (IST) on Thursday, September 28, 2023.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Link Intime India Private Limited upon expiry of aforesaid period.

26. The Board of Directors has appointed Mr. Anish Gupta, partner of M/s VKMG & Associates LLP, Practicing Company Secretaries as the "**Scrutinizer**" for the purpose of scrutinizing the process of remote e-voting at the Meeting in a fair and transparent manner.