

ALANG INDUSTRIAL GASES LIMITED

ANNUAL REPORT

2012-2013

ALANG INDUSTRIAL GASES LIMITED

NOTICE

NOTICE is hereby given that Annual General Meeting of **ALANG INDUSTRIAL GASES LIMITED** will be held on 21st September 2013 at 11.00 a.m. at the Registered office of the Company at 108, Kesri Nandan Complex, Near Galaxy Cinema, Bhid Bhanjan, Bhavnagar – 364 001 to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account of the Company for the year ended on that date together with the reports of the Directors and auditors thereon.
2. To appoint a Director in place of Mr. Lalit kumar Rathod who retires by rotation and being eligible offers himself for reappointment.
3. To appoint auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

4. To Consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution.

“RESOLVED THAT Mr. Dinkar B. shrimali who was appointed as an additional Director of the company by the Board of Directors with affect from 5th June, 2013 and who according to section 260 of the companies Act, 1956 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company”.

Dated : 30.06.2013
Place : BHAVNAGAR

BY ORDER OF THE BOARD

SD/-
CHAIRMAN

EXPLANATORY STATEMENT
Pursuant to Section 173 (2) of the Companies Act, 1956.

As required by Section 173 (2) of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice.

ITEM NO. 4

Mr. Dinkar B. Shrimali was appointed as additional director of the company by the Board of Directors w.e.f. 05.06.2013. Accordingly he holds office up to the ensuing Annual General Meeting. The company has received the notice proposing his appointment as director of the company.

Board of Directors of the company recommends appointing Mr. Dinkar B. Shrimali as Director of the company.

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting.
2. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
3. The Register of Members and share transfer books of the Company will remain closed from 18.09.2013 to 21.09.2013 (both days inclusive)
4. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

Dated : 30.06.2013
Place : BHAVNAGAR

BY ORDER OF THE BOARD

SD/-
CHAIRMAN

ALANG INDUSTRIAL GASES LIMITED

DIRECTOR'S REPORT

To,
The Members
Alang Industrial Gases Ltd.

Your Directors have pleasure in presenting the Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS:

The summarized financial results for the year ended 31st March, 2013 are as under:

(Amount in Rs.)

Particulars	2012-2013	2011-2012
1. Profit before Interest, Depreciation and Tax	(69000)	(5000)
2. Interest	--	--
3. Depreciation	--	--
4. Profit (Loss) Before Tax	(69000)	(5000)
5. Provision for taxation	--	--
6. Profit (loss) after Tax	(69000)	(5000)

DIRECTORS :

Mr. Lalitkumar Rathod, Director of the Company retires by rotation at this annual general meeting and being eligible, offers him self for reappointment. The board of directors recommends their appointment.

Mr. Nayan B. Sheth, Director of the company had resigned from the Directorship of the Company w.e.f. 07.08.2012.

DIVIDEND :

Your director do not recommend dividend for the year.

FIXED DEPOSITS:

The company has not accepted the public deposits during the year under report.

AUDITORS :

Vishves A. Shah & Co., Auditors of the Company retires at the conclusion of this Annual General Meeting and being eligible, are recommended for reappointment.

AUDITORS REPORT:

The Auditors report is self-explanatory and so far, there is no negative remark by the Auditors.

DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to the requirement under section 217 (2AA) of the Companies Amendment Act, 2000 with respect to Director Responsibility Statement it is hereby confirmed:

1. That in the preparation of the annual accounts for the financial year ended 31st March, 2013 the applicable accounting standards had been followed along with proper explanation relating to material departures.
2. That the directors had 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 year under review.
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the directors had prepared the accounts for the financial year ended 31st March, 2013 on a going concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE :

In compliance of the provision of section 383 A of the companies Act, 1956 the board is pleased to enclose the secretarial compliance report of M/s. A. Santoki & Associates, Company Secretaries for the year 2012-2013 as part of this Directors report.

MANAGEMENT DISCUSSION & ANALYSIS :

The Management Discussion and Analysis Report is attached herewith and forms part of the Director Report.

CORPORATE GOVERNANCE :

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate Governance together with a certificate from the Company's Auditors confirming compliance there to is set out in the Annexure forming part of this report.

LISTING:

The shares of the Company are listed on Ahmedabad and Bombay Stock Exchange Limited. However the trading of the shares of company is suspended during the year.

PARTICULARS OF THE EMPLOYEES :

The Company has no employee to whom the provision of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 apply and so it is not applicable to the company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO :

As there is no activities in the Company, the additional information required under Section 217(1)(e) of the Companies Act, 1956 relating to Conservation of energy, technology absorption and foreign exchange earnings or outgoes is not applicable.

ACKNOWLEDGMENT :

The Directors wish to thank and deeply acknowledge the cooperation and assistance received from the Bankers, Suppliers and shareholders. The Director also wishes to place on record their appreciation of the devoted services of employees of the Company.

DATE : 28.05.2013
PLACE: BHAVNAGAR

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

SD/-
CHAIRMAN

A. SANTOKI & ASSOCIATES
Company Secretaries

Ajit M. Santoki
B.B.A.,F.C.S.

203, AbhishekComplex
B/h. Navgujarat College,
Income-Tax,
Ahmedabad-380014.
Ph.(O)7541156(R)6610998

SECRETARIAL COMPLIANCE CERTIFICATE

CIN :L24111GJ1995PLC025266

Authorised Capital: Rs. 6,00,00,000/-

Paid up Capital : Rs. 5,40,04,700/-

To,
The Members,
Alang Industrial Gases Limited
108, Kesri Nandan Complex,
Near Galaxy Cinema, Bhid Bhanjan,
Bhavnagar – 364 001

I have examined the registers, records, books and papers of **M/s. Alang Industrial Gases Limited** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the previous contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March 2013 (financial year). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities as prescribed under the Act and the rules made thereunder.
3. The company, being a public limited company, has the minimum prescribed paid up capital.
4. The Board of Directors duly met 6 times respectively on 14.05.2012, 26.06.2012, 26.07.2012, 07.08.2012, 03.11.2012 and 21.01.2013 in respect of which meeting proper notices were given and the proceedings were properly recorded and signed including the circular resolution passed in the Minutes Book maintained for the purpose.
5. The company has closed its Register of Members from 27.07.2012 to 01.08.2012 (both days inclusive) during the financial year.
6. The annual general meeting for the financial year ended on 31.03.2012 was held on 01.08.2012 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The company has not advanced any loans to its directors or persons of firms or companies referred to under Section 295 of the Act.
9. The company has not entered into any contracts falling within the purview of Section 297 of the Act.

10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of directors, members or Central Government, as the case may be.
12. The company has not issued any duplicate certificates during the financial year.
13. The Company has:
 - (A) Delivered all the share certificates on lodgment thereof for transfer in accordance with the provisions of the act. However, there was no allotment/ transmission of shares or any securities during the year under review.
 - (B) Not declared any dividend / interim dividend during the year under review.
 - (C) Not required to post warrants to any member of the Company as no dividend was declared during the financial year.
 - (D) No amount lying in the books of accounts in respect of unpaid dividend, application money due for refund, matured deposits, matured debentures and interest occurred thereon.
 - (E) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted. There was no appointment of director, additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has not appointed Managing Director / whole time Director during the year.
16. The company has not appointed any sole selling agents during the financial year.
17. There were no transactions or events during the year requiring particular Approvals from the Central Government, Company Law Board, Regional Director, Registrar or such other authorities.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares / debentures or any other securities during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preferences share or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted or renewed any deposits or unsecured Loans falling within the purview of Section 58A of the Act during the year.
24. The Company has not borrowed any amount during the financial year ending 31.03.2013.
25. The company has not made any loans or advances or given guarantee or provided securities to other bodies corporate and consequently no entries have been made in the register for the purpose.

26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny in compliance with the provisions of the Act.
30. The company has not altered its articles of association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company, during the financial year, for offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. The company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act.

Place : Ahmedabad
Date : 28.05.2013

For, A. Santoki & Associates,
Company Secretaries

Sd/-
(Ajit santoki)
Proprietor
C.P.No. 2539

**ANNEXURE TO THE SECRETARIAL COMPLIANCE CERTIFICATE OF ALANG INDUSTRIAL
GASES LIMITED FOR F.Y. ENDED ON 31.03.2013**

ANNEXURE-A

REGISTERS AS MAINTAINED BY THE COMPANY

1. Share Application & Allotment Register.
2. Register of Members and Share Ledger
3. Register of Directors, Managing Directors, Manager and Secretary u/s. 303
4. Register of Charges under section 143
5. Register of Transfer of shares
6. Minutes Book of Board Meeting
7. Minutes Book of General Meeting
8. Register of Directors' Shareholdings under section 307
9. Register of particulars of contracts in which directors are interested under section 301.
10. Register of Director's attendance.

ANNEXURE-B

LIST OF FORMS / RETURNS FILED

Forms and Returns as filed by the Company with Registrar of Companies Regional Director, Central Government or other authorities during the financial year ending 31st March 2013.

(a) Sr. No.	(b) Form No. / Returns	(c) Filed U/S	(d) For	(e) Date of filling
1	Form 32	303(2)	Change in Directors	13.08.2012
2	Form 66	383A	Compliance Certificate	25.08.2012
3	Form 23 AC / ACA	220	Filing of Accounts	11.01.2013
4	Form 20 B	159	Filing of Annual Return	05.03.2013

Place : Ahmedabad
Date : 28.05.2013

For, A. Santoki & Associates,
Company Secretaries

Sd/-
(Ajit santoki)
Proprietor
C.P.No. 2539