

ANNUAL REPORT

FOR THE YEAR ENDED 31ST MARCH, 2009

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Asiatic Oxygen Ltd.

REGD. OFFICE : 8. B. B. D. BAG (EAST), KOLKATA - 700 001



Asiatic Oxygen Ltd.

Board of Directors

SMT. PADMAJALAN, Chairperson & Managing Director

SHRI SUKHENDU RAY

SHRI A. K. KANORIA

SHRI A. C. MUKHERJI

SHRI A. K. DALMIA

SHRI H. P. KALIKA

**General Manager-Legal and
Company Secretary**

SHRI PREM KUMAR BAFANA

Auditors

S. B. DANDEKER & CO.

P-36, India Exchange Place

Kolkata - 700 001

Solicitors

KHAITAN & CO.

1B, Old Post Office Street

Kolkata - 700.001

JHUNJHUNWALA & CO.

7C, Kiran Shankar Roy Road

Kolkata - 700 001

Bankers

STATE BANK OF INDIA

HDFC BANK LTD.

THE HONGKONG AND

SHANGHAI BANKING CORPN. LTD.

ICICI BANK

Registered Office

8, B.B. D. Bag (East)

Kolkata - 700 001

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Asiatic Oxygen Ltd.

NOTICE

TO THE MEMBERS

Notice is hereby given that the 47TH ANNUAL GENERAL MEETING of the Members of Asiatic Oxygen Limited will be held at the Registered Office of the Company at 8, B.B.D. Bag (East), Kolkata – 700001 on Tuesday the 22nd September, 2009 at 11.00 A.M. to transact the following business :-

ORDINARY BUSINESS :

1. To receive and adopt the Profit & Loss Account for the year ended 31st March, 2009 and the Balance Sheet as at that date together with the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Shri A C Mukherji who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri A K Dalmia, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint the Auditors of the Company and to fix their remuneration.

Registered Office:
8, B.B.D. Bag (East),
Kolkata - 700 001
31st July, 2009

By Order of the Board
Prem Kumar Bafana
General Manager -Legal &
Company Secretary

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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the time for holding the Meeting.
2. The Share Transfer Book and the Register of Members of the Company will remain closed from 15.9.2009 to 22.9.2009 both days inclusive.
3. Members are requested in their own interest :
 - a) To notify the Company about any change in address with correct pin code, mandate/bank details.
 - b) To quote correct Folio No./Client I.D. No. and DP I.D. No. in all correspondence with the Company to



facilitate better service to the Members.

- c) To furnish particulars of Share Certificate(s) and Distinctive No. of Shares held by them, if not already sent to the Company.
- d) To dematerialise the Equity Shares of the Company.
- e) To make/change nomination in respect of their shareholdings.
4. Members who hold shares in the electronic mode are requested to send the intimation for change of address, to their respective depository participant.
5. Members holding shares in multiple folios in identical names or joint names are requested to consolidate their shareholdings into one folio.
6. Appointment/Re-appointment of Directors:

Shri A C Mukherji and Shri A K Dalmia, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange(s), following information is furnished about the Directors proposed to be re-appointed:

Brief particulars of Shri A C Mukherji

Shri A.C. Mukherji is a Post Graduate - M.A. (1st Class), Fellow of the Insurance Institute of India (F.I.I.I.) and had attended Senior Management Course at the Administrative Staff College of India, Hyderabad. He retired as Chairman-cum-Managing Director of the New India Assurance Co. Limited (A Central Government owned undertaking) and is about 84 years of age and very active. He has several decades of wide experience and exposure in Management, Finance, Investment, Marketing etc. He has participated in many International Conferences, Seminars and Workshops and served as Chairman/Member on several Government – appointed Committees and was a Member of the Advisory Committee of the Insurance Regulatory and Development Authority of India (IRDA) for 5 years. He is presently on the Boards of 7 Public Limited Companies in India and One abroad.

Directorships

Company	Position	Committee Membership held
Kirloskar Pneumatic Co. Ltd.	Director	Audit Committee – Chairman
Digjam Limited	Director	Audit Committee – Chairman Share Transfer and Shareholders/Investors' Grievance Committee - Member



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Sahara India Life Insurance Co. Ltd.	Director	Audit Committee – Chairman
VXL Technologies Limited	Director	Audit Committee – Member
Ludlow Jute & Specialities Ltd.	Director	Audit Committee – Chairman
U.T. Limited	Director	Audit Committee – Chairman
		Share Transfer and
		Shareholders/Investors'
		Grievance Committee - Member
NPR Finance Limited	Director	Audit Committee – Member

Shri A C Mukherji does not hold any shares in Asiatic Oxygen Ltd. as on 31st March, 2009.

Brief particulars of Shri A K Dalmia

Shri Arun Kumar Dalima, aged about 53 years, a Bachelor of Commerce (Honours) from University of Calcutta. He has two decades of experience/knowledge in the field of Laser engraving, Medical Gases and Textiles. Presently he is Honorary Secretary of Merchant Chamber of Commerce, Calcutta and Vice President of Birla High School Alumni. He is very active and also associated with social and philanthropic organizations. He holds Directorship in following Public Limited Companies. Besides he also holds Directorship in a number of Private Limited Companies.

Company	Position	Committee Membership held
New India Shipping Lines Ltd.	Director	
Banshidhar Durgadutt Ltd.	Director	

Shri A K Dalmia holds 10 shares in Asiatic Oxygen Ltd. as on 31st March, 2009.

Registered Office:
8, B.B.D. Bag (East),
Kolkata - 700 001
31st July, 2009

By Order of the Board
Prem Kumar Bafana
General Manager- Legal &
Company Secretary



Asiatic Oxygen Ltd.

DIRECTORS' REPORT TO THE MEMBERS

Your Directors present their Report together with the Audited Accounts of the Company, for the year ended 31st March, 2009.

FINANCIAL RESULTS

(Rs in lacs)

Surplus for the year before Interest, Depreciation & Taxation	10.98
Interest	0.50
Gross Profit before Depreciation & Taxation	10.48
Depreciation for the year	7.62
Profit before Tax	2.86
Provision for Tax – Deferred	(44.22)
Provision for Tax – Fringe Benefit Tax	(2.64)
Profit for the year after Tax	(44.00)
Tax for earlier year	(3.30)
Profit after Tax	(47.30)
Balance Brought Forward from the previous year	28.48
Balance available for appropriation	(18.82)
Transferred from General Reserve	20.00
Balance Carried to Balance Sheet	1.18

DIVIDEND

In view of the loss for the year, your Directors do not recommend any dividend.

OPERATIONS

Sales and Other Income for the year were Rs.720.27 lacs as against the previous year of Rs.820.56 lacs. Surplus before Interest, Depreciation and Tax was Rs.10.98 lacs compared to Rs.245.07 lacs for the



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previous year. Net Profit for the year before Tax was Rs.2.86 lacs as against profit of Rs.238.47 lacs for the previous year.

FIXED DEPOSITS

The Company has not accepted any Fixed Deposits from the Public during the year under review.

PARTICULARS OF EMPLOYEES

No employee of the Company is in receipt of the remuneration prescribed under Section 217(2A) of the Companies Act, 1956.

LISTING OF SHARES

The Equity Shares of the Company are listed with Calcutta Stock Exchange. The Listing Fee for the Current Year has been paid.

CODE OF CONDUCT

In terms of requirement of Clause 49 of the Listing Agreement, the Company, its Management Personnel and the Members of the Board have complied with the Code of Conduct as laid down by the Board of Directors.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, Directors state and confirm : -

- i) that in preparation of the Accounts for the year ended 31st March, 2009, the applicable accounting standards have been followed;
- ii) that they selected such accounting policies and applied them consistently and made judgements 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 aforesaid financial year and of the Profit/Loss of the Company for the year ended on that date;
- iii) that they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the Accounts for the year ended 31st March, 2009 on a going concern basis.



Asiatic Oxygen Ltd.

CORPORATE GOVERNANCE

A separate report on Corporate Governance is included in the Annual Report and a certificate from the Company's Auditors' certifying the compliance of conditions on Corporate Governance as stipulated in the said Clause 49 of the Listing Agreement is annexed thereto. Relevant provisions of the Companies Act, 1956 are also complied with.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Sarvashree A C Mukherji and A K Dalmia retire by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

AUDITORS

M/s. S. B. Dandekar & Co., Auditors of the Company, retire and are eligible for re-appointment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO

Information as per Section 217(1)(e) read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto.

APPRECIATION

The Directors wish to place on record their appreciation of the co-operation received from all the employees and wish to thank them for their sincere efforts and loyalty.

Kolkata,
The 31st July, 2009.

For & On behalf of the
Board of Directors
PADMA JALAN
Chairperson



Asiatic Oxygen Ltd.

ANNEXURE TO THE DIRECTORS' REPORT

Information as per Section 217(1)(e) read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2009.

A. CONSERVATION OF ENERGY

Energy Conservation measures taken

The Company has been making continuous efforts to bring the power, fuel and furnace oil consumption per unit to a possible minimum per unit.

B. TECHNOLOGY ABSORPTION

(1) Research & Development (R&D)

- (a) The Company is not carrying out any Research and Development
- (b) Future Plan and Action -- None
- (c) Expenditure on R&D -- Nil

(2) Technology absorption.

The company has not imported any technology.

C. FOREIGN EXCHANGE

The total Foreign Exchange outgo during the year ended 31st March, 2009 was Rs. 1.20 Lacs.



Asiatic Oxygen Ltd.

CORPORATE GOVERNANCE REPORT**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :**

The Company believes and is committed to good Corporate Governance and has complied with all the material aspects of the requirement specified in Listing Agreement with the Stock Exchange.

2. BOARD OF DIRECTORS :

A) The Board of Directors of the Company consists of 6 members comprising:

- a) One Chairperson and Managing Director
- b) Five Non-Executive Independent Directors

B) Attendance of each Director at the Board of Directors' Meetings:

In all 5 Board Meetings were held during the financial year 2008-09 on 30.04.08, 07.07.08, 22.09.08, 24.10.08, and 27.01.09.

The attendance of the Directors are as under :

Name of the Director	Category	No. of Board Meetings Attended	Attendance at the last AGM	No. of other Directorship	No. of Membership/Chairmanship of other Companies mandatory Committees	
					Membership	Chairmanship
Smt. Padma Jalan	Chairperson & Managing Director	5	YES	2	NIL	NIL
Shri A K Kanoria	Non Executive Independent Director	2	YES	5	NIL	NIL
Shri A.C. Mukherji	-do-	4	YES	7	5	5
Shri Sukhendu Ray	-do-	3	NO	6	4	3
Shri Arun Kr. Dalmia	-do-	5	YES	2	NIL	NIL
Shri H.P. Kalika	-do-	5	YES	1	NIL	NIL

3. AUDIT COMMITTEE :

The Audit Committee consists of 3 Non-Executive Independent Directors viz. Shri Sukhendu Ray, Shri A.C. Mukherji and Shri H.P. Kalika. The General Manager--Legal & Company Secretary acts as Secretary to the Committee.

During the financial year ended 31st March, 2009 four meetings were held on 30.04.08, 07.07.08, 22.10.08 and 27.01.09.

The attendance was as under :