

# 47th Annual Report

**For the year ended 31st March 2019**

**BHAGAWATI OXYGEN LIMITED**

## **Corporate Information**

**CIN:** L74899HR1972PLC006203

### **Board of Directors:**

Shri. S.K.Sharma (Chairman)  
Shri. Himanshu Sharma (Managing Director)  
Smt Jaya Sharma  
Shri. J.C.Kaushik  
Shri. B.B.Lal

### **Banks:**

Allahabad Bank  
ICICI Bank Ltd  
State Bank of India

### **Auditors:**

Chetan & Company  
Chartered Accountants,  
Kolkata

### **Listed at:**

BSE Ltd  
Phiroz Jeejeebhoy Tower,  
Dalal Street, Kala Ghoda, Fort,  
Mumbai-400 001

### **Registrars & Share Transfer Agent:**

Skyline Financial Services (P) Ltd  
D-153A, 1st Floor, Okhla Industrial Area, Phase-1  
New Delhi - 110 020  
Ph : +91-11-40450193 to 97  
Email : admin@skylinerta.com

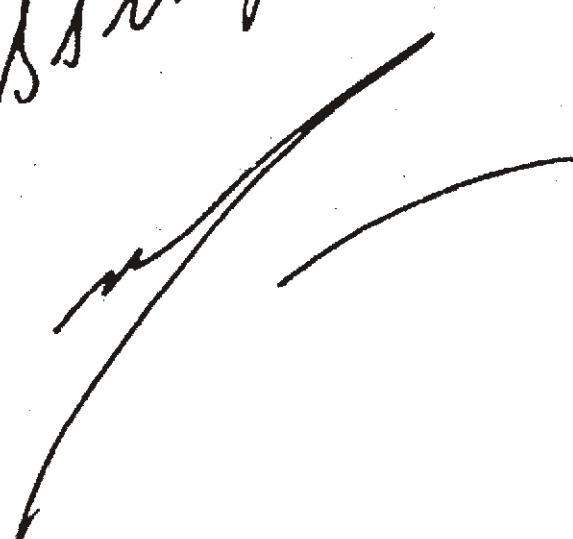
### **Offices:**

Registered Office : Plot-5, Sector-25, Ballabgarh, Haryana 121004.  
Kolkata Office : 67, Park Street, Kolkata 700016.  
Website : [www.globalbol.com](http://www.globalbol.com)  
Investor Contact Email: [investor.relation.bol@gmail.com](mailto:investor.relation.bol@gmail.com)

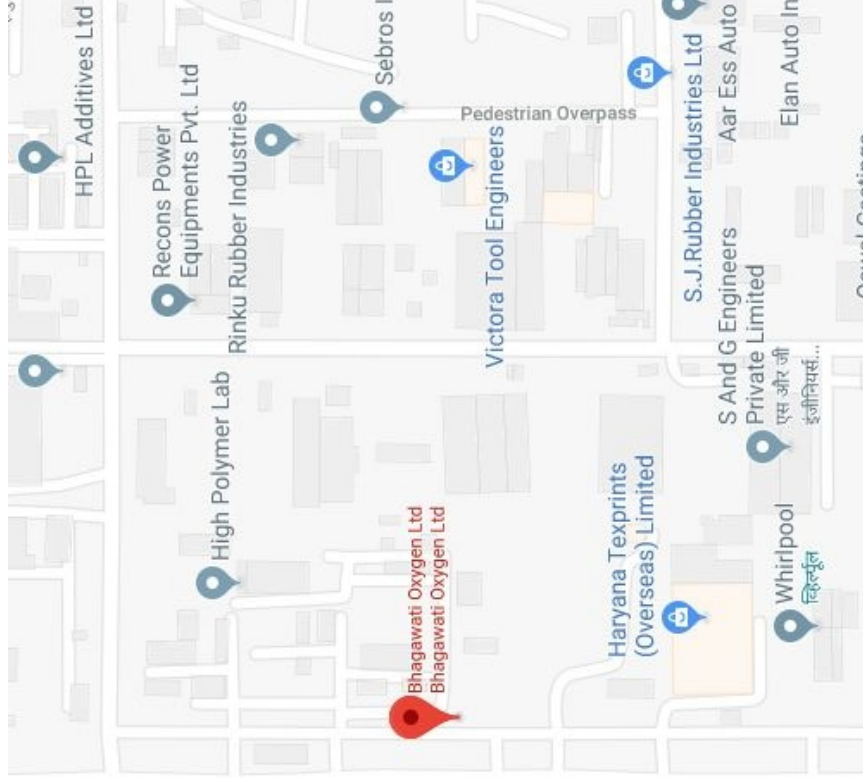
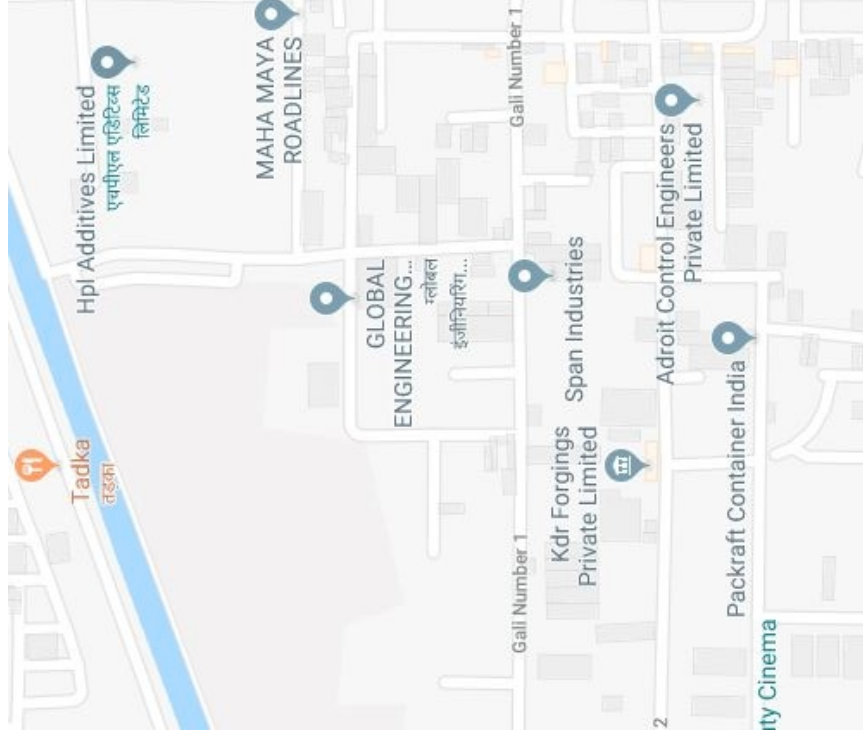
**BHAGAWATI OXYGEN LIMITED**

'S'-492A, GREATER KAILASH  
NEWDELHI

*Blessings*

A handwritten signature, possibly 'S. Singh', is written below the word 'Blessings'. It is followed by a large, sweeping flourish that extends towards the bottom right of the page.

# ROUTE MAP TO THE VENUE OF 47TH ANNUAL GENERAL METTING OF BHAGWATI OXYGEN LIMITED



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## BHAGAWATI OXYGEN LIMITED

### NOTICE

#### TO THE MEMBERS

Notice is hereby given that the 47th Annual General Meeting of BHAGAWATI OXYGEN LIMITED will be held on Friday, 20th September 2019 at 11:00 AM at the Registered Office of the Company at Plot No. 5, Sector - 25, Ballabhgarh, Haryana- 121004 to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Directors and Auditors thereon.
2. To re-appoint a Director in place of Mr Suresh Kumar Sharma (DIN 00041150) who retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 3. RE-APPOINTMENT OF SHRI JAGDISH CHANDRA KAUSHIK AS AN INDEPENDENT DIRECTOR.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Shri Jagdish Chandra Kaushik (DIN 01045425), who was appointed as an Independent Director at the Forty Second Annual General Meeting of the Company and who holds office up to 31st March, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 01st April, 2019."

##### 4. RE-APPOINTMENT OF SHRI BIPIN BIHARI LAL AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Shri Bipin Bihari Lal (DIN 01045250), who was appointed as an Independent Director at the Forty Second Annual General Meeting of the Company and who holds office up to 31st March, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 01st April, 2019."

Registered Office:  
Plot No-5, Sector-25  
Ballabhgarh ,  
Haryana-121004

Date: 30/05/2019  
Place: Kolkata

#### Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him/ her and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting,

A person can act a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 25, 2017.

By the Order of the Board  
BHAGAWATI OXYGEN LIMITED

RITU DAMANI  
COMPANY SECRETARY  
ACS: 35435

## BHAGAWATI OXYGEN LIMITED

4. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
5. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
6. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. As Amended by SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018 members holding shares in physical form are mandatorily required to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Skyline Financial Services Pvt. Ltd for further assistance
8. Members who hold shares in the dematerialized form are requested to bring their Depository ID Number and Client ID numbers to facilitate easier identification of attendance at the Annual General Meeting.
9. Members are informed that the scrip of the Company are activated both on CDSL and NSDL and may be dematerialized under the ISIN No. INE026101010.
10. Messrs Skyline Financial Services Pvt. Ltd has been appointed as Registrars and Share Transfer Agents for both physical and dematerialized shares of the Company.
11. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 14, 2019 to Friday, September 20, 2019 (both days inclusive) for the purpose of Annual General Meeting.
12. The instrument of transfer completed in all respect together with requisite enclosure, should be sent to the Company well in advance so as to reach the Company prior to closure of Register of Members.
13. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Transfer Agents, i.e. Skyline Financial Services Pvt. Ltd.
14. For any further information regarding accounts intimation may be given to the Company in writing at least 10 days in advance from the date of the aforesaid meeting so as to enable the management to keep the information ready.
15. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them. The prescribed form can be obtained/ submitted to Registrar & Share Transfer Agents of the Company.
16. In the light of the recent green initiative of the Government of India, those members who have not yet registered their email id's are requested to register their email id's with their depository participants in case of shares held in dematerialised form and those members holding shares in physical form to register their email id's with the R & T agent for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. We urge upon you to register the email id on priority and help the Company to support the nation in the green initiative.
17. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies Rules, 2012, the Company has NIL amount unpaid and unclaimed with the Company as on 20th September 2018 (date of last Annual General Meeting) and the company has declared the same with the Ministry of Corporate Affairs website.
18. The Annual Report 2018-19, the notice of the 47th Annual General Meeting (AGM) and instruction for e-voting along with proxy form and attendance slip are being sent by electronic mode to the members whose email-id is registered with the Company/ Depository Participant unless a member has requested for a physical copy of the document. However, the members who have not registered their email address shall be furnished with physical copy of the same in the permitted mode
19. Members may also note that the notice of the 47th AGM and Annual Report 2018-19 will be available on the Company's Website <https://www.globalbol.com/>
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents
21. Additional Information, Pursuant to Regulation 36 of the listing Regulation, in respect of the Director seeking appointment/re-appointment at the AGM, forms part of the Notice.
22. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by Members at the Registered Office of the Company during business hours on all working days, up to the date of the Meeting.
23. 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 by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of Securities & Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 47th Annual General Meeting ( AGM ) by electronic means and the business may be transacted through e-voting services. Necessary arrangements have been made by the Company with National Securities Depository (India) Limited (NSDL) to facilitate remote e-voting. E voting is optional and members shall have the option to vote either through remote e-voting or in person at the general meeting.-

The instructions for members for remote e-voting are as under:-

**A. The way to vote electronically on NSDL e-voting System Consists of “Two steps” which are mentioned below:**

Step 1 : Log-in to NSDL e-Voting system

Step 2 : Cast your vote electronically on NSDL e-voting system

Details on step 1 are mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> on a personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :

Manner of holding shares i.e Demat ( NSDL or CDSL ) or Physical	Your User ID is:
<b>For Members who hold shares in demat account with NSDL:</b>	8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
<b>For Members who hold shares in demat account with CDSL:</b>	16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
<b>For Members holding shares in Physical Form:</b>	EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).

5. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
  6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
    - a. Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
    - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com).
    - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.
 

**Detail on Step 2 or given below.**

    1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
    2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
    3. Select “EVEN” of the Company for which you wish to cast your vote.
    4. Now you are ready for e-Voting as the Voting page opens.
    5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
    6. Upon confirmation, the message “Vote cast successfully” will be displayed.
    7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
    8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**B. General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shawmanoj2003@gmail.com or shawmanoj2003@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**OTHER INSTRUCTIONS:**

4. The remote e-voting period commences on Tuesday, 17th September, 2019 (10.00 a.m. IST) and ends on Thursday, 19th September, 2019 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Saturday, 14th September, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
5. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Saturday, 14th September, 2019.
6. Mr. Manoj Prasad Shaw, Practicing Company Secretary (Membership No. FCS 5517), has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
7. Facility for voting through polling paper shall be made available at the 47th Annual General Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the concerned meeting.
8. The Scrutinizer shall, after conclusion of voting at the general meeting, first count the votes at the meeting, thereafter unblock the votes cast through remote e-voting within stipulated time from the conclusion of the remote e-voting period, in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the chairman of the meeting who will counter sign the same and declare the results of voting forthwith.
9. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
10. Members of the Company holding shares either in physical form or in dematerialized form, as on Saturday, 14th September, 2019, may opt for remote e-voting or voting at the AGM through polling paper.
11. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.globalbol.com](http://www.globalbol.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately on declaration of result by the chairman and communicate to Bombay Stock Exchange (BSE) where the shares of the Company are listed.

**ANNEXURE TO NOTICE:**

Explanatory statement pursuant to Section 102 of the Companies Act, 2013.

**ITEM NO.3**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 04th February, 2019 proposes the re-appointment of Shri Jagdish Chandra Kaushik (DIN 01045425) as Independent Director, subject to approval of members for a Second Term of five Years from 01st April, 2019, not liable to retire by rotation. Shri Jagdish Chandra Kaushik (DIN 01045425) was appointed as Independent Director at the forty second Annual General Meeting ("AGM") of the Company and holds office up to March, 31 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Jagdish Chandra Kaushik (DIN 01045425) would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable Regulations, the re-appointment of Shri Jagdish Chandra Kaushik (DIN 01045425) as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

Except Shri Jagdish Chandra Kaushik (DIN 01045425) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of the Notice.



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**BHAGAWATI OXYGEN LIMITED**

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**ITEM NO.4**

Based on the recommendation of Nomination and Remuneration Committee, the board of Directors at their meeting held on 04th February, 2019 proposes the re-appointment of Shri Bipin Bihari Lal (DIN 01045250) as Independent Director, subject to approval of members for a Second Term of five Years from 01st April, 2019, not liable to retire by rotation.

Shri Bipin Bihari Lal (DIN 01045250) was appointed as Independent Director at the forty second Annual General Meeting ("AGM") of the Company and holds office up to March, 31 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Bipin Bihari Lal (DIN 01045250) would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable Regulations, the re-appointment of Shri Bipin Bihari Lal (DIN 01045250) as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

Except Shri Bipin Bihari Lal (DIN 01045250) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

Registered Office:  
Plot No-5, Sector-25  
Ballabhgarh,  
Haryana-121004

Date: 30/05/2019  
Place: Kolkata

By the Order of the Board  
BHAGAWATI OXYGEN LIMITED

RITU DAMANI  
COMPANY SECRETARY  
ACS: 35435

**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 :**

Name of the Director	Sri Suresh Kumar Sharma	Sri Jagdish Chandra Kaushik	Shri Bipin Bihari Lal
Date of Birth	21st October, 1948	01st January, 1937	31st October, 1944
Date of First Appointment	10th July, 1972	22nd April, 1988	30th October, 2003
Qualifications	B.COM (HONS)	B.A	B.TECH
Professional Membership	NIL	NIL	NIL
Nature of his expertise in specific functional areas	More than 42 years of experience in the gases industry	45 years of experience in the Governance with Board and advisory roles	25 years of experience in the infrastructure industry
Names of the listed entities in which he also holds Directorship of Boards	NIL	NIL	NIL
Name of the listed entities in which he also holds Membership of Committees of Boards	NIL	NIL	NIL
No of Shares held in the Company	85445	0	0

Note: Disclosure of relationship between Directors inter-se as required under Sub-regulation 3 of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**DIRECTORS' REPORT**

Dear Shareholders,

The Directors' have pleasure in presenting the 47th Annual Report and the Audited Accounts of the Company for the financial year ended March 31, 2019.

**1. SUMMARY OF FINANCIAL RESULTS: (Rs)**

<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
<b>Total income</b>	<b>8,29,38,689</b>	<b>9,93,17,601</b>
<b>PBDIT</b>	<b>1,68,20,899</b>	<b>3,09,43,134</b>
<b>Finance cost</b>	<b>82,46,586</b>	<b>67,48,442</b>
<b>Depreciation &amp; amortization</b>	<b>1,85,69,858</b>	<b>1,85,95,400</b>
<b>PBT</b>	<b>(99,95,545)</b>	<b>55,99,292</b>
<b>Tax expense</b>	<b>(3,73,777)</b>	<b>15,12,469</b>
<b>PAT</b>	<b>(96,21,768)</b>	<b>40,86,823</b>
<b>Surplus- opening balance</b>	<b>10,66,18,835</b>	<b>10,25,32,012</b>
<b>Surplus- closing balance</b>	<b>9,69,97,067</b>	<b>10,66,18,835</b>

**2. OPERATION:**

During the year under review the sales and other income of the Company amounted to Rs 8,29,38,689 compared to Rs. 9,93,17,601 in the previous year. After providing for financial charges, depreciation, current and deferred taxation and other adjustments, the Company reported loss after tax and extraordinary item of Rs. (96,21,768).

**3. DIVIDEND:**

The Board considered it to be prudent to conserve the resources for the Company's growth and expansion and accordingly does not recommend payment of any dividend on the equity shares for the financial year under review.

**4. TRANSFER TO RESERVES:**

The Directors do not propose to transfer any amount to the general reserves, during the year

**5. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable or material weakness in the design or operation was observed.

**6. MANAGEMENT DISCUSSION & ANALYSIS:****Industry Structure and Development:**

Your industry is primarily a "gas manufacturing industry" supplying oxygen gas on exclusive supply scheme basis. The Company is also making wind power and supplying to TNEB, Tamil Nadu.

**Opportunities & Threats, Trends & Strategies:**

The fundamental of the gas industry appears to be better and is growing fast because of the improvement in the steel sector. As our sales are tied up some strategies adopted by your Company are : (a) reducing cost of capital (b) transactional cost of production (c) reducing pollution levels (d) creation of good infrastructure etc. Your Company has taken adequate steps to reduce the cost of production by continuously evaluating process improvements and best operational practices. Although the industrial gas industry is categorized under white category, your Company is committed to adhere to all applicable environment regulations and improve upon the environmental performance on a continued basis.

**Outlook:**

The encouraging growth on both production and sales in previous years is likely to be sustained in current year also. Outlook for the current year remains strong. The Company's operations are subject to risks which can impact business performance essentially with regard to prices of basic materials like molecular sieves, power. The management is seized of assessing such risks and takes measures to address the same.

**Internal Control System:**

The Company has adequate internal control procedures commensurate with its size and nature of business. The objective of these procedures is to ensure efficient use and protection of the company resources, accuracy in financial reporting and due compliance of statutes and company policies & procedures. Checks and balances exist in the system to ensure that all transactions are adequately authorized and reported correctly.

**Human Resources Development:**

The Company appreciates that human assets constitute the driving force behind the company's growth plans. The Company has, during the previous year, continued to have good industrial relations with its employees. Your Company would like to record the whole-hearted support and dedication received from the employees at all levels.