

EASTERN GASES LIMITED

Annual Report 2013-14



EASTERN GASES LIMITED



Corporate Information

BOARD:

Mr. Sushil Kr. Bhansali

Chairman, CEO

AVM Debabrata Choudhury

Independent Director

Mr. Tejvir Singh

Independent Director

Mr. Anil Choudhury Legha

Independent Director

COMPANY SECRETARY

Mrs. Swati Basu

AUDITORS

M/s Sarkar Gurumurthy & Associates,

Chartered Accountants

REGISTERED OFFICE

43 Palace Court, 1 Kyd Street

Kolkata - 700 016

Ph: 033-22299897 / 8606

Fax: 033-22496826

CORPORATE IDENTIFICATION NUMBER

L40200WB1995PLC068251

www.eastgas.in

WEB SITE & E-MAIL

info@eastgas.in

BOTTLING PLANTS

West Bengal

1. Address: De-Gaul Avenue,
Vill: Khairasole, Durgapur,
Dist.: Burdwan (W.B.)

Bangalore

2. Address: Survey no 124/1, Budihal,
Vill: Nelamangala, Taluk
Dist: Bangalore Rural District,
Bangalore-562123

Telangana

3. Address: House No 240, Block 3
Vill: Bibi Nagar, Nalgonda
Dist: Hydrebad -508126
Telangana

BANKERS

DBS Bank

Axis Bank

Central Bank of India

RETAIL OUTLET

Location: Paschim Medinipur

REGISTRAR & SHARE TRANSFER AGENT

Name of Registrar: S.K. Infosolutions Pvt. Ltd.

Address: 34/1A, Sudhir Chatterjee Street,
Kolkata 700006

Phone: +91-33-22196797 / 4819

Fax: +91-33-22194815

Email: agarwalaskc@rediffmail.com

CONTENTS

- 03. Notice
- 13. Performance at a Glance
- 14. Directors Report
- 19. Management Discussion and Analysis
- 21. Corporate Governance
- 34. Independent Auditor's Report
- 39. Balance Sheet
- 40. Statement of Profit & Loss
- 41. Cash Flow Statement
- 42. Notes to Accounts

**NOTICE OF 19th ANNUAL GENERAL MEETING**

Notice is hereby given that the **19th ANNUAL GENERAL MEETING** of the Company will be held on Tuesday, the 30th day of September, 2014 at 11.00 am. at Smriti Charitable Medical Centre, 81, K.P.Roy Lane, Haltu, Kolkata – 700078 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt Reports of the Auditors and Directors and the Audited Accounts of the Company for the year ended 31st March, 2014.
- 2) Company does not declare any dividend for the financial year 2013-14.
- 3) To consider and , if thought fit to pass with or without modification, the following Resolution as an Ordinary Resolution:
“Resolved that pursuant to the provisions of section 139-142 and other applicable provisions, if any of the Companies Act 2013 read with the underlying rules viz. Companies (Audit & Auditors) Rules, 2014 as may be applicable M/s. Sarkar Gurumurthy & Associates, Chartered Accountants to hold office from the conclusion of this Annual general meeting till the conclusion of the Annual general Meeting for the year ended March 31, 2019, subject to ratification of their appointment at every Annual General Meeting and authorize Board to fix their remuneration.”
M/s. Sarkar Gurumurthy & Associates, Chartered Accountants retiring Auditors being eligible offer themselves for reappointment.

SPECIAL BUSINESS:

- 4) To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**.
RESOLVED THAT pursuant to the provisions of section 190, 196 & 197 read with schedule V and such other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of such other authorities including Central Government, as may be required and pursuant to Articles of Association of the company & Remuneration Committee of the Board of Directors of the Company be and is hereby accorded for increase in remuneration of Mr. Sushil Kumar Bhansali, Managing Director of the Company from existing Rs.75,000/- (seventy five thousand) only per month to Rs 95,000/- (ninety five thousand) only per month from 1st October, 2014 for the remaining period of his appointment i.e. up to 31st September, 2018 as set out in the explanatory statement to resolution with liberty to the Board of Directors (herein after referred to as “Board”) to alter and vary the said remuneration in such form and manner or with such modifications as the Board may deem fit and agreed to by Sri Sushil Kumar Bhansali.”

“**RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorized to do all such acts deeds and things and execute all such documents instruments, and writings as may be required in order to give effect to the aforesaid resolution.”



- 5) To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such approvals as may be necessary, consent of the company be and is hereby accorded to the Board of directors of the company for borrowing, from time to time, such sums of money as the Board may deem fit for the purpose of the business of the company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) shall not exceed the aggregate of the paid-up capital and free reserves of the company by more than the sum of Rs. 450 crores (Rupees Four hundred fifty crores) at any one time.”

“RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to do all such acts deeds and things and execute all such documents instruments, and writings as may be required in order to give effect to the aforesaid resolution.”

- 6) To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**

“RESOLVED THAT in supersession of the resolution passed by the shareholders in annual general meeting and in pursuance of the provision of section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall also include a Committee thereof) to create mortgage(s) and/or charges(s) and /or hypothecation in addition to the mortgage(s)/charges(s) / hypothecation(s) created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any part of the movable and /or immovable properties and assets of all kinds of the Company, both present and future and /or pari-passu/ subservient mortgage/charge and /or floating charge to secure in favour of Financial Institution(s)/Banks, Lender(s), Agent(s) and Trustee(s), for securing the Borrowings of the Company to be availed by way of loan(s) (in foreign currency and /or Indian Rupee) and /or securities (comprising full/partly Convertible Debentures and /or Non-convertible Debentures) /GDR / Commercial paper, with or without detachable or non-detachable warrants and/ or secured premia notes and / or floating rates/bonds or other debt instrument(s), issued / to be issued by the Company from time to time and working Capital facilities sanctioned /to be sanctioned by the bankers/financial institution/bodies corporate or any other lender to the company and /or its subsidiary companies for an amount not exceeding overall limit in aggregate Rs. 450 crores (rupees four hundred fifty crores) together with interest at the respective agreed rates, all other costs, charges and expenses.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorized to finalize,



settle and execute such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

- 7) To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**

“**RESOLVED FURTHER THAT** subject to the approval of the Central Government where necessary and in pursuance of the provisions of section 188 of Companies Act, 2013 and any other provisions as may be applicable, consent of the Company be and is hereby accorded the power to the Board of directors to appoint Mr. Gautam Bhansali, son of Mr. S.K. Bhansali, who is experienced in Business Administration & IT, to hold an office or place of profit as an “Manager – IT “ of the Company, with effect from 1st October 2014 and at an remuneration of Rs. 65,000/- (sixty five thousand) only per month inclusive of all as set out in the explanatory statement to resolution with liberty to the Board of Directors (herein after referred to as “Board”) to alter and vary the said remuneration in such form and manner or with such modifications as the Board may deem fit and agreed to by Mr. Gautam Bhansali.”

“**RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorized to do all such acts deeds and things and execute all such documents instruments, and writings as may be required in order to give effect to the aforesaid resolution.”

- 8) To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**

“Resolved that Shri. Debarata Choudhury, Shri Tejvir Singh & Shri Anil Choudhury Legha be and are hereby appointed as Independent Director for a period of 5 years to hold office w.e.f 01st October 2014 till 30th September’2019 not liable to retire by rotation at the annual general meeting

By order of the Board of Directors

Place: Kolkata

Dated: 12th August’2014

Sushil Kumar Bhansali

Managing Director

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself / herself and such proxy need not be a member of the company.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The Proxy Form, in order to be effective, should be lodged with the Company at its Registered Office not less than 48 hours before the commencement of the meeting.



2. Members should bring the Attendance Slip duly filled in for attending the AGM.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses at Item Nos. 4 to 8 is annexed hereto.
4. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and other Holidays between 11.00 a.m. and 1.00 p.m. up to the date of the AGM.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September'2014 to 30th September' 2014 (both days inclusive).
6. The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance through electronic mode. As per the Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate affairs, companies can now send various notices/documents (including notice calling Annual General meeting, Audited financial Statements, Directors Report, Auditors' Report etc) to their shareholders through electronic mode, to the registered email address of the shareholders. All members are therefore requested to intimate their e-mail address to the Company's Registrar and Transfer Agents at "S.K. Infosolution Private Limited, 34/1A, Sudhir Chatterjee Street, Kolkata-700 006".
7. Voting through electronic means
 - I. In compliance with provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is please to provide members facility to exercise their right to vote at the 24th Annual General meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited.

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 23/09/2014 and ends on 25/09/2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
--	---



PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant Eastern Gases Limited on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Note for Institutional Shareholders:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
8. The Company has appointed Mr. Dilip Kumar Sarawagi, Practising Company Secretary, as ‘Scrutinizer’, for conducting the e- voting process for the AGM in a fair and transparent manner.

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No :4

Increase in remuneration of Mr. Sushil Kumar Bhansali.

The Board of Directors at their meeting held on 12th August ‘2014 and Remuneration committee at the meeting held on same day have recommended increase in the remuneration for Mr. Sushil Kumar Bhansali, Managing Director of the Company.

1. The terms of increase in remuneration of Mr. Sushil Kumar Bhansali inter alia contains the following principal terms and conditions:

i) SALARY:

Rs. 75,000/- till 30th September, 2014. The remuneration committee has recommended the increase in remuneration from Rs.75, 000/- per month to Rs.95,000/- per month w.e.f. 1st October, 2014 for his remaining tenure.

**ii) PERQUISITES & ALLOWANCES**

In addition to the salary payable Mr. Sushil Kumar Bhansali, the Managing Director, shall also be entitled to perquisites and allowances like house rent allowance; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel concession for himself and his family, club fees, personal accident insurance and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board of Directors and Mr. Sushil Kumar Bhansali, such perquisites and allowances will be subject to a maximum of 100% of his annual salary.

iii) PROVIDENT FUND, SUPERANNUATION / ANNUITY FUND

Company's contribution to Provident Fund and Superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income-tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of his tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

iv) MINIMUM REMUNERATION

Notwithstanding anything herein, where in any financial year during the remaining tenure of Mr. Sushil Kumar Bhansali the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the requisite approvals being obtained.

The terms and conditions of the Managing Director's appointment may be varied, altered, increased, enhanced or widened from time to time by the Board as it may be deemed fit, within the maximum amounts payable in accordance with the schedule V of the Companies Act, 2013 or any amendments made hereafter in this regard.

In compliance with the provisions of the Companies Act, 2013, the terms of remuneration specified above are now being placed before the members in Annual General Meeting for their approval. The Board recommends the Resolution for acceptance by the members.

This may be treated as an abstract of the revision of term of re-appointment under section 190 of the Companies Act, 1956.

None of the Directors of the Company other than Mr. Sushil Kumar Bhansali is concerned or interested in the aforesaid appointment.

Item no :5**Increase in borrowing limit of the Company**

In view of the increased business activities of the company, the company be allowed to borrow funds from financial institutions and banks in excess of the company's paid up capital and free reserve to a maximum amount of Rs. 450/- crore (rupees four hundred fifty crore) as the present borrowing limit has been found to be inadequate. Your

EASTERN GASES LIMITED



directors are of the opinion that the ceiling of borrowings by the Board be raised to Rs. 450/- crore (rupees four hundred fifty crore).

Hence the proposed resolution is recommended for consideration and approval by the members of the company.

None of the directors is concerned or interested in the proposed resolution.

Item no : 6

Approval for mortgage/ hypothecation/etc.

To secure the borrowings, which the company may borrow from time to time, the Company may require to create mortgages/charges/hypothecation on all or any of the immovable and movable properties of the Company. In order to create mortgages / charges / hypothecation on the assets of the company, the consent of the shareholders in the General Meeting is required under section 180(1)(a) of Companies Act, 2013 authorizing the Board of Directors with necessary powers.

Accordingly, it is proposed to obtain consent of the Company in terms of the provision of Section 180(1)(a) of the Companies Act, 2013.

The Board of Directors of the Company accordingly recommends the Ordinary Resolution for approval of the members.

None of the directors of the Company is, in any way, concerned or interested in the proposed Resolution

Item no :7

Appointment of a relative of Director to a place of profit.

The Board of Directors at their meeting held on 12th August '2014 and Remuneration committee at the meeting held on the same day have recommended the name of Mr. Gautam Bhansali, for the post of "Manager IT" of the Company with effect from 1st October 2014 and at an remuneration of Rs. 65,000/- (sixty five thousand) only per month inclusive of all.

The terms and conditions of the appointment may be varied, altered, increased, enhanced or widened from time to time by the Board as it may be deem fit, within the maximum amounts payable in accordance with the Companies regulations or any amendments made hereafter in this regard.

In compliance with the provisions of the Companies Act, 2013, the terms of remuneration specified above are now being placed before the members in Annual General Meeting for their approval. The Board recommends the Resolution for acceptance by the members.

None of the Directors of the Company other than Mr. Sushil Kumar Bhansali, who is the relative of Mr. Gautam Bhansali, is concerned or interested in the aforesaid appointment.

Item No : 8

Pursuant to section 149 of the Companies Act 2013 (new Act) read with the rules made thereunder, the Independent Directors shall hold office for a period upto 5 consecutive