



ELLENBARRIE INDUSTRIAL GASES LTD

(A member of Air Water Inc. Group)

DIRECTORS

Shri Shanti Prasad Agarwala, *Whole-time Director*
Shri Padam Kumar Agarwala, *Managing Director*
Shri Varun Agarwal, *Executive Director*
Shri Manas Kumar Dutta, *Independent Director*
Shri Prabir Kumar Dutt, *Independent Director*
Shri Swapan Kumar Bhowmik, *Independent Director*
Shri Masato Machida, *Director*
Shri Shunichi Takahashi, *Director*
Shri Ryosuke Matsubayashi, *Director*

AUDITORS

M/s. A. K. Kumar & Co.
Chartered Accountant

COMPANY SECRETARY cum Compliance Officer

Ms. Priyanka Jaiswal

REGISTERED OFFICE

3A, Ripon Street
Kolkata - 700 016

FACTORY

Kalyani Works

Block 'D', Plot No. - 25
Kalyani Industrial Estate
P.O. : Kalyani, Dist. : Nadia
West Bengal

Uluberia Works

NH-6, Bombay Road, P.O. : Uluberia
Dist. : Howrah
West Bengal

Parwada Works

Plot No. 57A, J.N. Pharmacy, Parwada
Visakhapatnam, Andhra Pradesh

PRINCIPAL BANKER

Bank of Baroda

SHARE TRANSFER AGENT

ABS Consultant Pvt. Ltd.
99, Stephen House, 6th Floor
4, B.B.D. Bag (East)
Kolkata - 700 001



NOTICE

Notice is hereby given that the 40th Annual General Meeting of Ellenbarrie Industrial Gases Limited will be held on Saturday the 20th September, 2014 at 3.00 P.M. at The Conclave "Rose Room" 216, A.J.C. Bose Road, Kolkata - 700 017 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To elect and appoint Director in place of those retiring by rotation.
3. To appoint M/s. A. K. Kumar & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of sixth Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting and to fix their remuneration for the Financial Year ending 31st March, 2015.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 150 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV of the Act, Mr. Swapan Kumar Bhowmik (DIN : 00081626), a Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for Independence as provided under section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from May 1, 2014."
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections, 149, 150 and 150 and other applicable provisions, if any, of the companies Act, 2013 and the Rules made there under, read with Schedule IV of the Act, Mr. Prabir Kumar Dutt (DIN : 00026833), a Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for Independence as provided under section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from May 1, 2014."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

NOTICE (Contd.)

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 150 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV of the Act, Mr. Manas Kumar Dutta (DIN : 01180693), Director of the Company who retire by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from April 1, 2014.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT Mr. Shunichi Takahashi, who was appointed as Additional Director with effect from 5th November, 2013 on the Board of the company in terms of Section 260 of the Companies Act, 1956 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the Company.”

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

“RESOLVED THAT Mr. Masato Machida, who was appointed as Additional Director with effect from 5th November, 2013 on the Board of the company in terms of Section 260 of the Companies Act, 1956 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the Company.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT Mr. Ryosuke Matsubayashi, who was appointed as Additional Director with effect from 5th November, 2013 on the Board of the company in terms of Section 260 of the Companies Act, 1956 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the Company.”

10. To consider and if thought fit, to pass with or without modification(s) the following resolution as SPECIAL RESOLUTION :

“RESOLVED THAT pursuant to Section 41 and other applicable provisions of the Companies Act, 2013, if any, the consent of the members of the company be and are hereby accorded to alter the Articles of Association of the company”.



NOTICE (Contd.)

“RESOLVED FURTHER THAT the existing Article of Association of the Company be substituted with a new set of Articles which were authenticated by the Chairman of the Board Meeting held on 5th November, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to obtain requisite approvals and permissions and to accept modifications/alterations in the above resolution, if any, and to do all such acts, things or deeds in connection therewith and incidental thereto.”

11. To consider and if thought fit, to pass with or without modification(s) the following resolution as SPECIAL RESOLUTION :

Appointment and remuneration payable to Mr. Padam Kumar Agarwala as the Managing Director of the Company.

“RESOLVED THAT in accordance with the provisions of Sections 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Company hereby approves the terms of appointment and remuneration payable to Sri Padam Kumar Agarwala, as the Managing Director of the Company for a period of 3 (three) years with effect from 1st November, 2013 on terms set out in the Explanatory Statement annexed hereto as per the Agreement entered into between the Company and Sri Padam Kumar Agarwala, a copy whereof, initialed by Sri Manas Kumar Dutta, Chairman of the Remuneration committee for the purpose of identification, has been submitted to this meeting, which Agreement be and is hereby also specifically approved.”

“RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the remuneration as mentioned in explanatory statement be paid to Sri Padam Kumar Agarwala, as Managing Director of the company shall be treated as minimum remuneration as provided under the Act.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said Agreement in such manner as may be agreed between the Board of directors and Sri Padam Kumar Agarwala from time to time and the terms of the aforesaid agreement shall be suitable modified to give effect to such alteration/ or variation, provided however that the said alteration shall not have the effect of increasing the overall remuneration exceeding the overall ceiling stipulated in Schedule V appended to the Act.

“RESOLVED FURTHER THAT for purpose of giving effect to above resolutions, the Board of Directors of the company, be and is hereby authorized to do all such acts, deeds, matters and things as may be, in their absolute discretion, deemed necessary, expedient, usual or proper in the best interest of the Company.”

NOTICE (Contd.)

12. To consider and if thought fit, to pass with or without modification(s) the following resolution as SPECIAL RESOLUTION :

Appointment and remuneration payable to Mr. Shanti Prasad Agarwala as the Whole Time Director of the Company.

“RESOLVED THAT in accordance with the provisions of Sections 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Company hereby approves the terms of appointment and remuneration payable to Sri Shanti Prasad Agarwala, as the Whole Time Director of the Company for a period of 3 (three) years with effect from 1st November, 2013 on terms set out in the Explanatory Statement annexed hereto as per the Agreement entered into between the Company and Sri Padam Kumar Agarwala, a copy whereof, initialed by Sri Manas Kumar Dutta, Chairman of the Remuneration committee for the purpose of identification, has been submitted to this meeting, which Agreement be and is hereby also specifically approved.”

“RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the remuneration as mentioned in explanatory statement be paid to Sri Shanti Prasad Agarwala, as Whole Time Director of the company shall be treated as minimum remuneration as provided under the Act.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said Agreement in such manner as may be agreed between the Board of directors and Sri Shanti Prasad Agarwala from time to time and the terms of the aforesaid agreement shall be suitable modified to give effect to such alteration/ or variation, provided however that the said alteration shall not have the effect of increasing the overall remuneration exceeding the overall ceiling stipulated in Schedule V appended to the Act.”

“RESOLVED FURTHER THAT for purpose of giving effect to above resolutions, the Board of Directors of the company, be and is hereby authorized to do all such acts, deeds, matters and things as may be, in their absolute discretion, deemed necessary, expedient, usual or proper in the best interest of the Company.”

13. To consider and if thought fit, to pass with or without modification(s) the following resolution as SPECIAL RESOLUTION :

Appointment and remuneration payable to Mr. Varun Agarwal as an Executive Director of the Company.

“RESOLVED THAT in accordance with the provisions of Sections 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Company hereby approves the terms of appointment and remuneration payable to Sri Varun Agarwal, as the Executive of the Company for a period of 3 (three) years with effect from 1st November,



NOTICE (Contd.)

2013 on terms set out in the Explanatory Statement annexed hereto as per the Agreement entered into between the Company and Sri Varun Agarwal, a copy whereof, initialed by Sri Manas Kumar Dutta, Chairman of the Remuneration committee for the purpose of identification, has been submitted to this meeting, which Agreement be and is hereby also specifically approved.”

“RESOLVED FURTHER THAT where in any financial year, the Company has no profits or its profits are inadequate, the remuneration as mentioned in explanatory statement be paid to Sri Varun Agarwal, as Executive Director of the company shall be treated as minimum remuneration as provided under the Act.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said Agreement in such manner as may be agreed between the Board of directors and Sri Varun Agarwal from time to time and the terms of the aforesaid agreement shall be suitable modified to give effect to such alteration / or variation, provided however that the said alteration shall not have the effect of increasing the overall remuneration exceeding the overall ceiling stipulated in Schedule V appended to the Act.”

“RESOLVED FURTHER THAT for purpose of giving effect to above resolutions, the Board of Directors of the company, be and is hereby authorized to do all such acts, deeds, matters and things as may be, in their absolute discretion, deemed necessary, expedient, usual or proper in the best interest of the Company.”

14. To consider and if thought fit, to pass with or without modification(s) the following resolution as ORDINARY RESOLUTION :

“RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Cost (Audit and Auditors) rules, 2014, M/s. Datta, Ghosh, Bhattacharya & Co., Cost Auditors be appointed as Cost Auditor of the Company for the Financial year 2014-15 at a remuneration of Rs. 30,000/- plus tax and out of pocket expenses.

Registered Office :
3A, Ripon Street
Kolkata - 700 016
Dated : 13th day of August, 2014

By Order of the Board
For Ellenbarrie Industrial Gases Limited
PRIYANKA JAISWAL
Company Secretary

NOTES :

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 related to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.

NOTICE (Contd.)

2. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.
3. Members are requested to notify the change in address, if any, to allow the company to have a better communication with them.
4. As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of upto five consecutive years and are not liable to retire by rotation. Accordingly, resolutions proposing appointment of Independent Directors are given at item nos. 4 to 6. The relevant details of Directors seeking appointment / re-appointment under item no. 4, 5 and 6 of this Notice are annexed separately with this report.
5. Member / Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slips along with their copy of the Annual report to the meeting. Members are requested to affix their signature at the space provided in the attendance slips with complete details including the folio no. annexed to the proxy form and handover the slip at the entrance of the place of meeting.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', being sent with the Annual Report, to M/s. ABS Consultants Private Limited, Registrar & Share Transfer Agent of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
7. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 08.08.2014, are entitled to vote on the Resolutions set forth in this



NOTICE (Contd.)

Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means the book closure date is 13.09.2014 till 20.09.2014 (both days inclusive). The e-voting period will commence at 9.00 A.M. on 14.09.2014 and will end at 6.00 P.M. on 16.09.2014. The Company has appointed Ms. Surbhi Sangneria, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

8. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
9. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
10. In order to support the initiative of Ministry of Corporate Affairs ("MCA") Green initiative in Corporate Governance' allowing paperless compliances by the Companies through electronic mode. The shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Members, who have not registered their e-mail addresses with the concerned Depository Participants (DPs)/ Registrar and Share Transfer Agents (RTA)/Company for receiving all Reports, Accounts, Notices etc. in electronic mode. Even after registering for e-communication, the shareholders of the Company shall be entitled to receive such communication in physical form, upon request.
11. Pursuant to Clause 49(IV) (G)(i) of the listing Agreement with the Stock Exchanges, the details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting are provided as under :

Name of Director	Mr. Manas Kumar Dutta
Date of Birth	1st September, 1933
Date of Appointment	05-10-2006
Expertise in specific functional area	Chartered Accountant
Qualification	FCA
Shareholding in the Company	Nil
List of other Public Limited Companies in which Directorship held	1) Krico Traders Ltd. 2) Varun Tea Plantations Limited 3) Comfort Share Trading Limited

NOTICE (Contd.)

Chairman/Member of
the Committees of
the Board across all
Public Companies in
which he is Director

Nil

Chairman/Member of
the Committees of
the Board of
Directors of the
Company

Chairman of Audit Committee and
Members of Remuneration Committee

12. E-VOTING PROCEDURE

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under :
The notice of the 40th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 40th Annual General Meeting (AGM) :
 - a. Log on to the e-voting website : www.evotingindia.com during the voting period.
 - b. Click on "Shareholders" tab.
 - c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "Ellenbarrie Industrial Gases Limited" from the drop down menu and click on "SUBMIT".
 - d. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL : 16 digits beneficiary ID,
 - ii. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - e. Next enter the Image Verification as displayed and Click on Login.
 - f. 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.
 - g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes :



NOTICE (Contd.)

- h. After entering these details appropriately, click on “SUBMIT” tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation’ menu wherein they are required to mandatory 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.
- j. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the relevant EVSN “Ellenbarrie Industrial Gases Limited” for which you choose to vote.
- l. 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.
- m. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- n. 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.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q. If Demat account holder has forgotten the changed password then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system.
- r.
 - Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who 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.