



ELLENBARRIE INDUSTRIAL GASES LTD

(A member of Air Water Inc. Group)

DIRECTORS

Shri Norio Shibuya, *Managing Director*
Shri Shanti Prasad Agarwala, *Whole-time Director*
Shri Padam Kumar Agarwala, *Whole-time Director*
Shri Varun Agarwal, *Executive Director*
Shri Manas Kumar Dutta, *Independent Director*
Mrs. Anindita Guhamullick, *Independent Director*
Shri Swapan Kumar Bhowmik, *Independent Director*
Shri Kensuke Yamamoto, *Director*
Shri Ryosuke Matsubayashi, *Director*

AUDITORS

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

COMPANY SECRETARY

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 41st Annual General meeting of the members of Ellenbarrie Industrial Gases Limited (CIN : L24112WB1973PLC029102) will be held on Friday, 18th September, 2015 at 3.00 P.M. at The conclave, 216, A.J.C Bose Road, Kolkata - 700 017 to transact the following businesses :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2015 together with the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a director in place of Mr. Ryosuke Matsubayshi (DIN No. : 06721947), who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint auditor and to fix their remuneration and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :

"Resolved that pursuant to the provisions of Sections 139 and 142 and other applicable provisions of the Companies Act, 2013, the appointment of M/s. A. K. Kumar & Co., Chartered Accountants (Registration No. : 308013E), as the Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the Forty Second Annual General Meeting be and is hereby approved at remuneration of 100,000/- plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred."

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, 152 and other applicable provisions, if any, of the companies Act, 2013 and the Rules made there under, read with Schedule IV of the Act, Mrs. Anindita Guhamallick (DIN : 07130151), a Non-Executive Director of the Company who has submitted a declaration under section 149(6) of the Act and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a term up to five consecutive years commencing from September 18, 2015."

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

"RESOLVED THAT pursuant to provisions of Section 88 and 94 of the Companies Act, 2013 read with Rule 15 of the Companies (Management & Administration) rules, 2014, the consent of the members of the Company be and is hereby accorded to change the place of keeping the Register of Members from the Registered office of the Company to the office of the Registrar & Share Transfer Agent of the Company, M/s. ABS Consultants Pvt. Ltd. at Stephen House, 6th Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata - 700 001, West Bengal."

NOTICE (Contd.)

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

“RESOLVED THAT Mr. Kensuke Yamamoto (DIN : 07091189), who was appointed as Additional Director with effect from 13th February, 2015 on the Board of the company in terms of Section 161 of the Companies Act, 2013 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 along with a deposit of Rupees One Lakh, 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 liable to retire by rotation.”

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

“RESOLVED THAT Mr. Norio Shibuya (DIN : 07099850), who was appointed as Additional director with effect from 1st April, 2015 on the Board of the company in terms of Section 161 of the Companies Act, 2013 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 along with a deposit of Rupees One Lakh, 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.”

“RESOLVED FURTHER THAT Mr. Norio Shibuya (DIN : 07099850), having been appointed as a director of this Company at this Annual General Meeting, consent be and is hereby given for his continuance as Managing Director of the Company on same terms and conditions of his appointment as Managing Director of the Company approved by the shareholders at the Extra Ordinary General meeting held on 18.05.2015.”

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

RESOLVED THAT in supersession of all the earlier resolutions passed and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (“the Act”) (corresponding to Section 293(1)(d) of the Companies Act, 1956) and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution for borrowing, on behalf of the Company, any sum or sums of money, from time to time, as they may consider fit, in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian rupees or any other foreign currency, from any bank or banks, or any financial Institutions, other person or persons, and whether the same may be secured or unsecured, and if secured, whether



NOTICE (Contd.)

domestic or international, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, over or in any respect of all, or any of the Company's assets and effects or properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so however that the total amount upto which money may be borrowed by the Board under this resolution, outstanding at any one time shall not exceed, in the aggregate, the sum of Rs. 500 Crores (Rupees Five Hundred Crores only) and / or in equivalent foreign currency.

9. To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution :

"RESOLVED that in supersession of earlier resolutions passed under Section 293(1)(a) of the Companies Act, 1956 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the company be and is hereby accorded to the creation by the Board of Directors of the company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may direct in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures / bonds and / or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans / foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 500 crore together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER that the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and / or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

NOTICE (Contd.)

10. To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution :

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded to the Board of Directors to enter into agreement with the following companies :

Sl. No.	Name of the Company	Purpose of the Agreement	Amount to be paid
1.	Superior Tea & Allied Industries Pvt. Ltd.	Office Rent Agreement	Rs. 144000 p.a
2.	Gunjan Suppliers Pvt. Ltd.	Office Rent Agreement	Rs. 36000 p.a
3.	Ellenbarrie Cryogenics Ltd.	Fixed Asset Hire Charges	Rs. 2000000 p.a
4.	Air Water Inc. Japan	Guarantee for loans taken by EIGL	No guarantee commission is proposed to be paid to the holding Company

11. To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 15 of the Sick Industrial Companies (Special Provisions) Act, 1985 (SICA), the Report of the of Board of Directors of the Company to the shareholders on the erosion of the Net Worth of the Company as at the end of the Financial year ended 31st March, 2015 be and is hereby considered, approved and noted.

RESOLVED FURTHER THAT Board of Directors of the Company be and Is hereby authorized to take such steps as may be necessary including reporting of the fact of such erosion to the Board of Industrial and Financial Reconstruction (BIFR) in the prescribed form and in accordance with the provisions of Section of SICA and to do all such acts, deeds and things as may be considered necessary, proper and desirable or expedient to give effect to the above resolution.”

Registered Office :
3A, Ripon Street
Kolkata - 700 016
Dated : 12th day of August, 2015

By Order of the Board
For Ellenbarrie Industrial Gases Limited
NORIO SHIBUYA
Managing Director



NOTICE (Contd.)

NOTES :

1. The explanatory Statement as required under Section 102 of the Companies Act, 2103 related to the Special business to be transacted at the 41st Annual General Meeting is annexed hereto.
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.
3. Corporate members desiring to exercise voting through their representative are required to forward well in advance certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members are requested to notify to the Registrar of the Company, M/s. ABS CONSULTANT PVT LTD, Stephen House, 6th Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata – 700 001, any change in their address.
5. The Register of Members and Equity Share Transfer Registers will remain closed from 12th September, 2015 to 18th September, 2015 (both days inclusive).
6. Members should fill in their 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 put their signature at the space provided and handover the complete slip at the entrance of the meeting.
7. 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 holding share in physical form who have not registered their e-mail address with the Company can now register the same by requesting the same, 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.
8. 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.
9. In order to comply with the requirement of SS-2 pertaining to General meetings, a route map showing prominent landmark of the venue of the 41st AGM of the Company is attached with the notice.

NOTICE (Contd.)

10. Particulars of Director as per requirement of SS-2 pertaining to General Meeting and clause 49 of listing agreement are given in Corporate Governance Report.
11. Dividend Unclaimed / unpaid for the year 2007-08 will be transferred to Investors Education & protection Fund. Members who have not yet encashed their Dividend Warrant for the year 2008-09 are requested to validate their respective dividend warrant and to approach the Secretarial Department so that they can claim their dividend which on the date of the notice is remaining unpaid.
12. In terms of provision of Companies Act, 2013, the Company intends to pass an Ordinary Resolution under Item no. 4 for appointment of Independent Director for a period of 5 consecutive years from 18th September, 2015.
13. Pursuant to Section 72 of the Companies Act, 2013 and Rule 19 (c) of the Companies (Share Capital & Debenture) Rule, 2014, nomination form is enclosed & to be submitted to the Secretarial Department.
14. Relevant documents referred to in the notice and contract of service of Mr. Norio Shibuya, the Managing Director of the Company are open for inspection by the members during business hours upto the date of the meeting.
15. Voting through electronic means
 - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and clause 35B of the Listing Agreement, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the 41st 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 41st Annual General Meeting (AGM):

The e-voting period begins on 15.09.2015 from 9.00 A.M. and ends on 17.09.2015 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off / entitlement date of 11.09.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Members also have the option to vote through Ballot Form. However, the duly completed Ballot Form should reach the Scrutinizer at 3A, Ripon Street, 2nd Floor, Kolkata - 700 016, not later than 17.09.2015 (5.00 P.M.) (i.e. closing date of E-Voting) Ballot form received after this date will be treated as invalid. If member casts votes by both modes, then voting done through E-voting shall prevail and Ballot Form shall be treated as invalid.

The Instructions for E-Voting are as under :

- a. Log on to the e-voting website : www.evotingindia.com during the voting period.
- b. Click on "Shareholders" tab



NOTICE (Contd.)

- 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 loggedon 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:
- 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 mandatorily enter their login password in the new password field.
- j. 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.
- k. 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.
- l. Click on the relevant EVSN “ELLENBARRIE INDUSTRIAL GASES LIMITED” for which you choose to vote.
- m. 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 YESimplies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- o. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will bedisplayed. If you wish to confirm your vote, click on “OK”,else to change your vote, click on “CANCEL” and accordingly modify your vote.
- p. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- r. 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.
- s. For Non – Individual Shareholders and Custodians :

- t. ● Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details 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 linked in the login 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.
- II. 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- IV. If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.
- V. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off / entitlement date of 11.09.2015.
- VI. Mr. Arani Guha, Practicing Company Secretary, (Membership No. 26011) of Khandelia Arun & Co. has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of AGM unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- The Results shall be declared after the 41st Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be communicated to CDSL and The Calcutta Stock Exchange Association Limited on or after 18th September, 2015.

Registered Office :
3A, Ripon Street
Kolkata - 700 016
Dated : 12th day of August, 2015

By Order of the Board
For Ellenbarrie Industrial Gases Limited
NORIO SHIBUYA
Managing Director



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND FORMING PART OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY.

ITEM NO. 4

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

In terms of Section 149 and any others applicable provisions of the Companies Act, 2013, Mrs. Anindita Guhamallick, being eligible, offers herself for appointment as Independent Director on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mrs. Anindita Guhamallick as Independent Director on the Board of the Company for a term upto five consecutive years, commencing from 18th September, 2015. Mrs. Anindita Guhamallick has given a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013. She is not disqualified from being appointed as a director in terms of section 164 of the Act and has given her consent to act as director.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mrs. Anindita Guhamallick, are concerned or interested, financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution as set out at item no. 4 for approval of the Members.

ITEM NO. 5

The Company is required to keep & maintain the registers u/s 88 of the Companies Act, 2013 at the Registered office of the Company but at the same time the Company under SEBI regulations is required to appoint Share Transfer Agent who is responsible for maintaining register of members and for recording transfers of Shares and other allied activities. The Company has entered into an agreement with M/s ABS consultants Pvt. Ltd. having its registered office at 99, Stephen House, 6th Floor, 4, B.B.D. Bag East, Kolkata - 700 001 for discharging all functions of Share Transfer Agent. As the registers maintained u/s 88 is not maintained at the registered office of the Company, approval of the members by Special resolution at the General meeting is required pursuant to Section 94 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company and their relatives, , are concerned or interested, financially or otherwise, in this Resolution. The Board recommends the Special Resolution as set out at item no. 5 for approval of the Members.

ITEM NO. 6

Mr. Kensuke Yamamoto, additional director of the company was appointed on the Board with effect from 13th February, 2015 pursuant to Section 161 of the Companies Act, 2013. His term of office expires at this 41st Annual General Meeting. A notice of candidature for his appointment as Director on the Board of the company has been received by the Company. He is not disqualified from being appointed as a director in terms of section 164 of the Act and has given his consent to act as director.