Expo

Expo Gas Containers Limited

29th ANNUAL REPORT 2011-2012

2011-2012

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Board of Directors

Shri. Shaukatali S. Mewawala	-	Chairman & Managing Director
Shri. Bhagwan N. Bhardwaj	-	Non-executive Director
Shri. Vazirali G. Lokhandwalla	-	Non-executive Director
Shri. Hasanain S. Mewawala	-	Non-executive Director
Shri. Sajjadhussein Nathani	-	Non-executive Director
Shri. Tribhuwan Nath Tripathi *(appointed w.e.f. 20.07.2012)*	-	Non-executive Director
Shri. Sayed Abbas Ali *(resigned w.e.f. 20.07.2012)*	-	Non-executive Director

Statutory Auditors

M/s Ketan N. Shah & Co.,
Chartered Accountants
R-36, Guru Ashish Building,
Zaveri Bazar, Mumbai-400 002

Bankers

The Saraswat Co-operative Bank Ltd.
SME Vile Parle (East) Branch,
Bholanath CHS Ltd., Ground and First Floor,
Subhash Road, Vile Parle (East),
Mumbai - 400 057

Registered Office

Expo House,
150, Sheriff Devji Street,
Mumbai - 400 003
Tel No: - 61319600
Fax No: - 23401635
E-Mail: - egcl@expogas.com

Works

A/10, MIDC, Murbad,
Dist.. Thane - 421401.

Registrars and Share Transfer Agents

Adroit Corporate Services Private Limited.
19, Jaferbhoy Industrial Estate
1ST Floor, Makwana Road,
Marol Naka, Andheri (East),
Mumbai - 400 059.
Tel No: - 28594442,28594428
Fax: - 28503748 .

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Shareholders of the Company will be held on Friday, the 28th September 2012 at 11.00 a.m. at the Registered Office of the Company at Expo House, 150, Sheriff Devji Street, Mumbai - 400 003 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 and Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Hasanain S. Mewawala who retires by rotation and, being eligible, offers himself for re-appointment.

   To appoint Auditors and to fix their remuneration.

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

   SOLVED THAT in accordance with the provisions of Section 260 of the npanies Act, 1956, Mr. Tribhwan Nath Tripathi holds office only up to the date of meeting, and in respect of whom the Company has received a notice in writing ng with a deposit of Rs. 500/- under section 257 of the said Act from a member ıifying his intention to propose Mr. Tribhwan Nath Tripathi as a candidate for the ce of director be and is hereby appointed as a Director of the Company, who shall be le to retire by rotation."

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

   ED THAT pursuant to the provisions of Sections 198, 269, 309 & other provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the oproval of the Company be and is hereby accorded to the reappointment of ali S. Mewawala as Managing Director of the Company for a period of five . 1.4.2012 on such remuneration as may be determined by the Board of ım time to time within the limits specified below:

   ALARY: Rs. 1,00,000/- per month.
   RQUISITES:

   to salary he will be entitled to perquisites such as furnished on/house rent allowance, reimbursement of gas, electricity, water, edical expenses, club fees, personal accident/medical insurance , leave travel concession for self and family etc. in accordance with the rules ed by the company from time to time, provided that the value of such perquisites oe restricted to Rs. 15 Lacs p.a.

1. for the purpose of calculating the above ceiling perquisites shall be evaluated as per income tax rules, wherever applicable, otherwise at actual.

2. for the purpose of calculating the above ceiling, the following shall not be included:

   i) Provision for use of company's car for official duties and telephone at residence (including payment for local calls and long distance official calls);
   ii) Company's contribution to provident fund and superannuation fund not exceeding 25% of the salary, if any:
   iii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service as per gratuity rules and
   iv) Encasement of leave at the end of the tenure as per the rules of the company.

B. The total remuneration including perquisites and contribution towards provident fund and superannuation fund payable to the managing director shall not exceed 5% of the profits calculated in accordance with sections 198 and 309 of the Companies Act, 1956.

C. The Board of directors may, in their discretion pay to Mr. Shaukatali S. Mewawala, Managing Director, lower remuneration than the maximum remuneration here in above stipulated and revise the same from time to time within the limits stipulated by this resolution.

D. In the event of absence or inadequacy of net profit in any financial year, the remuneration payable to the Managing Director shall be governed by the provisions of Schedule XIII of the Companies Act, 1956 and will be adjusted appropriately.

E. Subject to the control and superintendent of the Board of Directors, Mr. Shaukatali S. Mewawala, Managing Director shall perform such duties and functions, as may be delegated to him from time to time.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as the board may consider necessary or expedient to give effect to this resolution."

By Order of the Board
For **Expo Gas Containers Limited**

Sd/-
(S. S. Mewawala)
Managing Director

Place : Mumbai
Dated : 29.08.2012

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. The Register of Members and the Share Transfer Book will remain closed from Monday the 24th September 2012 to Friday the 28th September 2012 (Both days inclusive) for the purpose of Annual General Meeting.

3. The Explanatory statement pursuant to Sections 173 (2) of the Companies Act 1956 in respect of Item No: 4 & 5 of the Notice is annexed.

4. Members are requested

   (i) To bring their copy of Annual Report and Attendance Slip duly filled up and signed at the meeting.

   (ii) To quote their folio / identification number in all correspondence with the Company or its Registrar and Share Transfer Agents.

   (iii) Members holding the shares in physical form are requested to notify immediately for change of their address to the Company or its Registrar and Share Transfer Agents
   AND
   In the case their shares are held in dematerialized Form, then information should be passed on directly to their respective Depository Participants and not to the Company or its Share Transfer Agents.

Details of Directors retiring by rotation and seeking reappointment as well as additional director seeking confirmation at the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement.

Name of the Director	Mr. Shaukatali S. Mewawala	Mr. Hasanain S. Mewawala	Mr. Tribuwan Nath Tripathi
Date of Birth	09.06.1946	20.08.1978	01.04.1965
Date of Appointment	19.07.1982	14.12.2009	20.07.2012
Qualification	Electrical Engineer	B. Com	
Directorship held in Indian Public Companies as on 31.03.2012	NIL	NIL	NIL
Committee positions held in Indian Public Companies as on 31.03.2012	NIL	NIL	NIL
Number of Shares held in the Company	494461	87334	NIL

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 4 :

Mr. Tribhwan Nath Tripathi was appointed as an Additional Director w. e. f. 20.07.2012. As per Section 260 of the Companies Act, 1956 he holds office only upto the date of Annual General Meeting. Hence this resolution.

None of the Directors except Mr. Tribhwan Nath Tripathi is concerned or interested in the above resolution.

Item No. 5 :

Your Directors informed that at the meeting of the Board of Directors held on 09.04.2012, Shri. Shaukatali S. Mewawala is reappointed as a Managing Director pursuant to Section 269 of the Companies Act, 1956 read with Article 145 of the Article of Association of the Company, for a period of five years commencing from 01.04.2012 at a remuneration, perquisite & benefits as set out below. Hence the Board recommends this resolution for the approval of the shareholders.

A. SALARY: Rs. 1,00,000/- per month.

B. PERQUISITES:

In addition to salary he will be entitled to perquisites such as furnished accommodation/house rent allowance, reimbursement of gas, electricity, water, furnishing, medical expenses, club fees, personal accident/medical insurance premium, leave travel concession for self and family etc. in accordance with the rules specified by the company from time to time, provided that the value of such perquisites shall be restricted to Rs. 15 Lacs p.a.

1. for the purpose of calculating the above ceiling perquisites shall be evaluated as per income tax rules, wherever applicable, otherwise at actual.

2. for the purpose of calculating the above ceiling, the following shall not be included:

3. Provision for use of company's car for official duties and telephone at residence (including payment for local calls and long distance official calls);

4. Company's contribution to provident fund and superannuation fund not exceeding 25% of the salary, if any:

5. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service as per gratuity rules and

6. Encashment of leave at the end of the tenure as per the rules of the company.

C. The total remuneration including perquisites and contribution towards provident fund and superannuation fund payable to the managing director shall not exceed 5% of the profits calculated in accordance with sections 198 and 309 of the Companies Act, 1956.

D. The Board of directors may, in their discretion pay to Mr. Shaukatali S. Mewawala, Managing Director, lower remuneration than the maximum remuneration hereinabove stipulated and revise the same from time to time within the limits stipulated by this resolution.

E. In the event of absence or inadequacy of net profit in any financial year, the remuneration payable to the Managing Director shall be governed by the provisions of Schedule XIII of the Companies Act, 1956 and will be adjusted appropriately.

F. Subject to the control and superintendent of the Board of Directors, Mr. Shaukatali S. Mewawala, Managing Director shall perform such duties and functions, as may be delegated to him from time to time.

None of the Directors except Mr. Shaukatali S. Mewawala & Hasanain S. Mewawala is interested or concerned in the above resolution.

By Order of the Board
For **Expo Gas Containers Limited**

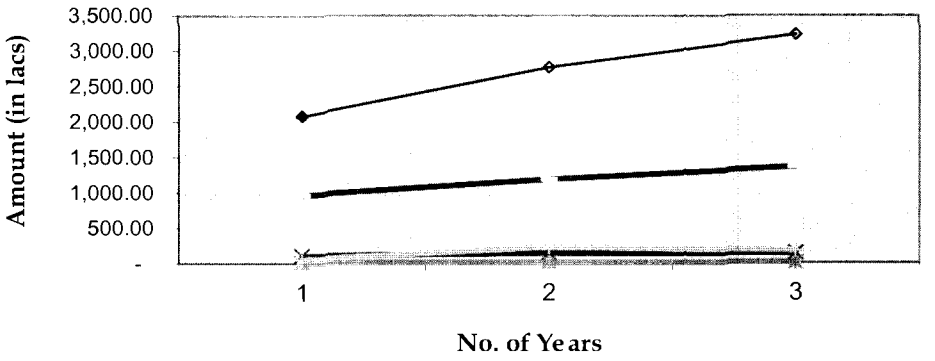
Sd/-
(S. S. Mewawala)
Managing Director

Place : Mumbai
Dated : 29.08.2012

FINANCIAL HIGHLIGHTS

(Rs in lacs)

PARTICULARS	2009-10	2010-11	2011-12
Sales	2,077.32	2,765.89	3,227.56
EBIDTA	350.80	468.54	577.85
EBIDTA (%)	16.89	16.94	17.90
PBT	104.59	140.26	141.33
PBT (%)	5.04	5.07	4.38
PAT	48.87	228.46	175.66
PAT (%)	2.35	8.26	5.44
Debt	1,366.16	2,003.26	2,464.79
Net Worth	958.09	1,186.55	1,362.21
Debt / Equity Ratio	1.43	1.69	1.81



DIRECTORS' REPORT

To,
The Members

Your Directors present herewith Twenty Ninth Annual Report together with audited statement of accounts for the year ended 31st March 2012.

FINANCIAL RESULTS

(Rs. in Lacs)

Particulars	As on 31.03.2012	As on 31.03.2011
Profit / (Loss) before Depreciation and Interest	577.85	468.53
Less:- Interest	358.50	253.72
Less:- Depreciation	78.02	74.56
Net Profit / (Loss) before Tax	**141.33**	**140.26**
Less:- Tax		
- Current tax (Including FBT)	28.95	27.81
- Earlier Tax	2.15	(6.52)
- Deferred Tax Liabilities / (Assets)	(65.43)	(109.49)
Net Profit after Tax	**175.66**	**228.46**
Profit / (Loss) brought forward	279.76	51.30
Balance Carried to Balance Sheet	**455.42**	**279.76**

CURRENT YEAR

During the year under review, the Company achieved turnover of Rs. 32.28 Crores against Rs. 27.66 Crores in the previous year. This is about 16% growth. Also the profit before tax has increased slightly from Rs. 140.26 Lacs to Rs. 141.33 Lacs.

In order to consolidate the operations and enhance capabilities further, the Company undertook expansion of its facilities costing about Rs. 3.25 Crores. This was funded by Saraswat Bank to the extent of Rs. 2.30 Crores of Term Loan and the balance was funded from internal accruals of the Company. With the completion of this expansion, the Company has successfully enhanced its capabilities to offer wider range of products and also increased its capacity significantly.

OPPORTUNITY AND FUTURE OUTLOOK

The Indian economy though passing through turbulent times is growing at 6 to 7%. Several projects are coming up in hydrocarbon, power, petrochemical and fertilizer sectors. At present, the Company has order position of over Rs. 20.00 Crores.

The Company is also working actively with reputed Companies like L&T, Samsung, Toyo Engineering, BPCL, HPCL etc. We are confident that your Company will be able to show healthy growth in the current year and have substantial order book position at the end of current financial year.