NOTICE

Notice is hereby given that Thirty Nineth Annual General Meeting of the Company will be held at THE CONCLAVE (Rose Room), 216, Acharya Jagadish Chandra Bose Road, Kolkata - 700 017 on Monday the 30th September, 2013 at 4.30 P.M. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2013 and also the Directors' Report and Auditor's Report thereon.
2. To appoint a Director in place of Dr. Ranesh Bhowmick who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Ajit Khandelwal who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. A. K. Kumar & Company, Chartered Accountants as Statutory Auditors from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Registered Office :
3A, Ripon Street
Kolkata - 700 016
Dated : 5th day of September, 2013

By Order of the Board

S. P. AGARWALA
Managing Director

NOTES :

a. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a Member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time for holding this Annual General Meeting. Blank proxy form is enclosed.
b. The Register of Members and the Share Transfer Books of the Company will remain closed from 28th September, 2013 to 30th September, 2013 (both days inclusive) .
c . The Equity Shares of the Company can be dematerialised by the Shareholders under ISIN NO. INE236E01014 with National Securities Depository Ltd. (NSDL) or Central Depository Services (India) Ltd. (CDSL) for which they may contact the depository participant of either of the above depositories.
d. Shareholders who continue to hold shares in physical form are requested to intimate any changes in their address to the Registrar and Share Transfer agent immediately. Shareholders holding shares in dematerialised form are requested to get their change of address recorded with their Depository participant.
e. Shareholders holding shares in more than one account are requested to intimate to the Registrar of the Company Ledger folios to enable the Company to consolidate the same into one account.

NOTICE (Contd.)

f. Members are requested to bring their Attendance Slips together with their copies of the Annual Report at the meeting.

g. No Brief Case or Bag or Mobile Phone will be allowed to be taken inside the meeting room.

h. Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, as amended, the dividend amounts which remain unpaid / unclaimed for a period of 7 (Seven) years, are required to be transferred to the Investors Education and Protection Fund of the Central Government. After that there remains no claim of the members whatsoever on the said amount. Accordingly, the Dividend for the financial year 2005 - 2006 which remains unclaimed is due to be transferred to the said account after 30th September, 2013 and for further years commencing from 2006 - 2007 onwards on their respective due dates.

Members who have not claimed / encashed their final Dividend so far for the financial year ended 31st March, 2007 or any subsequent financial year(s) may approach the Company for obtaining payments thereof before expiry of the stipulated 7 years period.

i. Members are requested to register their e-mail addresses in respect of electronic holdings with the depository participant and members who hold shares in physical form are requested to intimate e-mail address to SHARE TRANSFER AGENT, ABS Consultant Pvt. Ltd., 99, Stephan House, 6th Floor, 4, B. B. D. Bag (East), Kolkata - 700 001.

j. Members may avail facility of nomination in terms of Section 109A of the Companies Act 1956, by nominating in the Form 2B (given elsewhere in the Annual Report) any person to whom their shares in the Company shall vest in the event of their death.

k. A corporate member shall be deemed to be personally present only if it is represented in accordance with Section 187 of the Companies Act, 1956 i.e. only if the Corporate member send certified true copy of the Board Resolution / Power of Attorney authorising the representative to attend and vote at the Annual General Meeting.

l. Members who hold shares in dematerialised form are requested to write their client ID and DP ID Numbers and those who hold shares in physical form are requested to write their folio Number in the attendance Slip for attending the Meeting.

m. All correspondence with regard to Share Transfer / dividend and matters related therewith may directly be addressed to the Company's Registrar and Share Transfer Agent ABS CONSULTANT PVT. LTD., 99, Stephen House, 6th Floor, 4, B.B.D. Bag (East) Kolkata - 700 001.

n. 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 Members holding shares in physical form can submit their PAN details to the Company.

NOTICE (Contd.)

o. Pursuant to Clause 49(IV) (G)(i) of the listing Agreement with the Stock Exchanges, the details of the Directors seeking appointment / reappointment at the forthcoming Annual General Meeting are provided as under :

Name of Director	Mr. Ajit Khandelwal	Dr. Ranesh Bhowmick
Date of Birth	10th November, 1957	9th March, 1936
Date of Appointment	15-12-2003	28-05-2012
Expertise in specific functional area	Stock Broking, Investment Advisory, Merchant Banking and Equity Research	Medical and Health Care
Qualification	B.Com	MBBS, DCH
Shareholding in the Company	Nil	Nil
List of other Public Limited Companies in which Directorship held	1) Bharat Fritz Werner Ltd. 2) BNK Capital Markets Ltd. 3) Kothari Phytochemicals & Industries Ltd. 4) Nucent Estate Ltd. 5) The Calcutta Stock Exchange Ltd.	Nil
Chairman/Member of the Committees of the Board across all Public Companies in which he is Director	BNK Capital Markets Ltd. (Member of Shareholders Grievance Redressal Committee) Kothari Phytochemicals and Industries Ltd. (Member of Audit Committee and shareholders Grievance Redressal Committee) Nucent Estate Ltd. (Member of Audit Committee and shareholders Grievance Redressal Committee)	Nil
Chairman/Member of the Committees of the Board of Directors of the Company	Member of the Remuneration Committee and Member of the Audit Committee	Nil

NOTICE (Contd.)

p. SEBI vide it's Circular No. CIR/MRD/DP/10/2013 dt. 21st March, 2013 has instructed companies for usage of electronic payment modes for making cash payments to the shareholders. Companies whose Securities are listed on Stock Exchanges are directed to use electronic mode of payment either directly or through their STA. Members are requested to kindly provide their requisite bank account particulars by quoting their reference folio number(s) if shares are held in physical form. If shares are held in dematerialised form members may kindly provide the requisite bank account details to their Depository participant, to ensure that future dividend payments are correctly credited to the respective account.

q. The Ministry of Corporate Affairs has undertaken a 'Green initiative in Corporate Goverance' by allowing paperless compliances by Companies through electronic mode, vide its Circular Nos. 17/2011 and 18/2011 dt. April 21, 2011 and April 29, 2011, respectively. Members are requested to support this Green initiative by registering their e-mail address with the Company for receiving electronic communications.

Registered Office :
3A, Ripon Street
Kolkata - 700 016
Dated : 5th day of September, 2013

By Order of the Board

S. P. AGARWALA
Managing Director

DIRECTORS' REPORT

DEAR SHAREHOLDERS

Your Directors are pleased to present the Thirty Ninth Annual Report on the operations of the Company together with audited Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

Amount (Rs. in lacs)

	Year Ended 31st March, 2013	Year Ended 31st March, 2012
Revenue from operation (Net of Excise)	7,937.99	7,152.53
Other Income	138.63	272.08
Profit before Taxation	56.27	116.94
Provision for Taxation	10.72	23.40
Profit after Tax	45.55	93.54
Earning per Share of Rs. 10 each	0.70	1.43

PERFORMANCE

During the financial year 2012-13 sales of manufactured goods (Net of Excise) registered an increase of 6% over that of the 2011-12. While Visakhapatnam Plant contributed 47% of the total volume of manufactured goods, share of Uluberia and Kalyani was 47% and 6% respectively. Profit for the year declined due to massive increase of cost of power, finance cost and material consumption.

DIVIDEND

In view of inadequacy of profit, Board of Directors has not recommended any dividend for the year ended 31st March, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors, based on the representations received from the operating management, confirm :

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed and there have been no material departure.
2. That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at the financial year ended on 31st March, 2013.
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the Annual Accounts have been prepared on a going concern basis.

PARTICULARS OF EMPLOYEES

Your Company has not paid any remuneration attracting the provisions of the Companies (Particulars of Employee) Rules 1975 read with Section 217(2A) of the Companies Act, 1956. Hence, no information is required to be appended to this report in this regard.

DIRECTORS' REPORT (Contd.)

DIRECTORS

In accordance with provisions of Companies Act, 1956 read with Articles of Association of your Company, Dr. Ranesh Bhowmick and Shri Ajit Khandelwal retire by rotation and being eligible, offer themselves for re-appointment. A brief resume / details relating to Dr. Ranesh Bhowmick & Shri Ajit Khandelwal are furnished in the notice of the ensuring Annual General Meeting.

AUDITORS AND AUDITORS REPORT

M/s. A. K. Kumar & Co., Chartered Accountants, the retiring Auditors have furnished to the Company the required certificate under Section 224(1B) of the Companies Act 1956 and are therefore eligible for reappointment as Auditors of the Company.

As regards Auditor's comment on non-compliance of AS-22 relating to deferred Tax prescribed by the Institute of Chartered Accountants of India, the Board considers it prudent to set off net cumulative deferred Tax liability of Rs. 5 Crores against deferred Tax on cumulative carry forward loss of Rs. 16.89 Crores as per Income Tax Return upto the Assessment Year 2012-13 keeping in view of anticipated growth of revenue and Taxable profit in future assessment years.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Increase in the installation of capacitors at Uluberia and Visakhapatnam Plant has reduced significantly power consumption per c.u.m. of liquid production.

b) Continuous effort is made for conservation of energy through production planning, Inventory management etc.

c) Foreign Exchange Earning : Rs. 1,56,60,974/- on FOB Basis.

d) Foreign Exchange Expenditure : Rs. 4,00,94,494/-

CFO CERTIFICATION

As per the requirements of Clause 49 of the listing agreement on Code of Corporate Governance, the certification made in the prescribed format in respect of the Financial Statements and Cash Flow Statements for the financial year ended 31st March, 2013 is annexed herewith as Annexure 'A'.

MANAGEMENT DISCUSSION AND ANALYSIS

As stipulated under Clause 49 of the listing Agreement with the Stock Exchange, it is presented in a separate Section as Annexure - B.

CORPORATE GOVERNANCE REPORT FOR THE YEAR

Corporate Governance is set out as annexure for the report.

ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for the assistance and co-operation received from the financial institutions, Banks, Government Authorities, Customers, Vendors and members during the year under review. Your Directors also wish to acknowledge the dedication and commitment of employees at all levels.

For and on behalf of the Board of Directors

Kolkata - 700 016
Dated : 5th day of September, 2013

S. P. AGARWALA
Chairman

ANNEXURE - 'A' TO THE DIRECTORS' REPORT

The Board of Directors
ELLENBARRIE INDUSTRIAL GASES LTD.
3A, Ripon Street
Kolkata - 700 016

MD / CFO Certification

(a) We have reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief :

  (i) These statements do not contain any materially unfair statement or any material fact or statements that might be misleading.

  (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal control and that we have evaluated the effectiveness of the Internal Control Systems of the Company and have disclosed to the Auditors and the Audit Committee deficiencies in the design or operation of Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

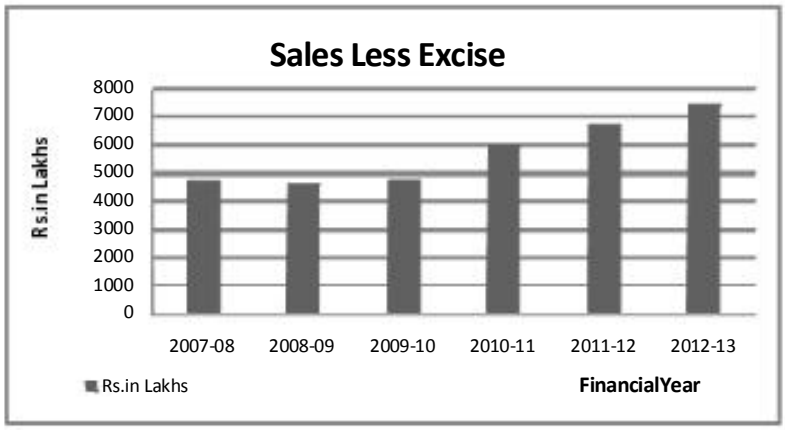
(d) We have indicated to the Auditors and the Audit Committee :

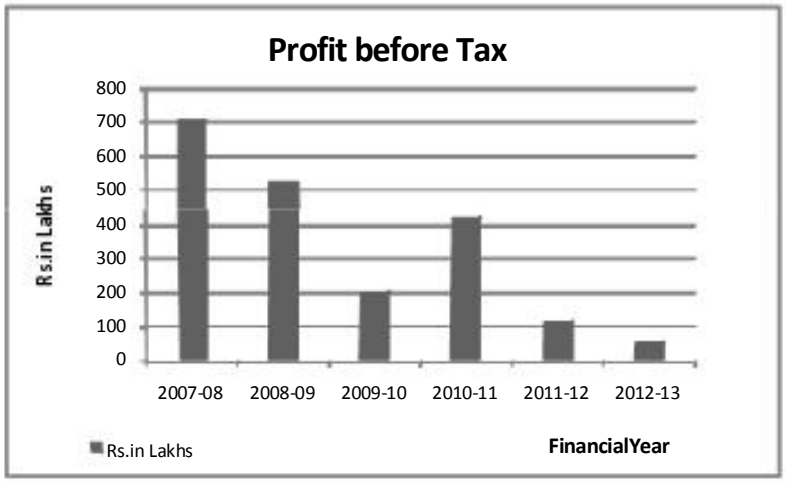
  (i) Significant changes in internal control during the year.

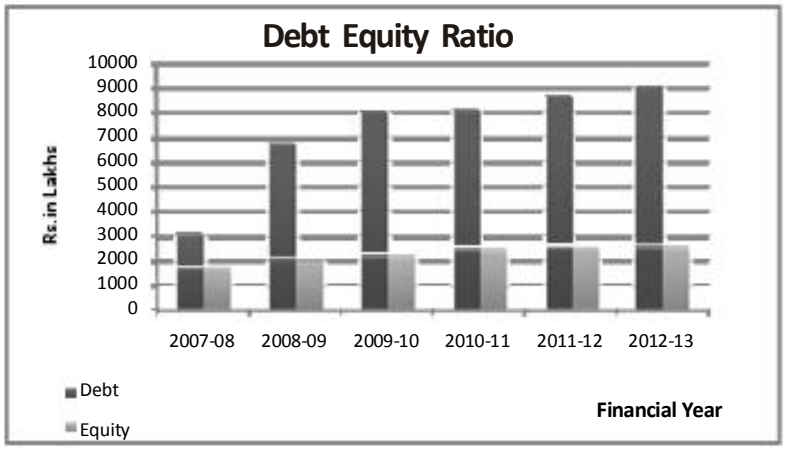
  (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and

  (iii) There are no instances of significant fraud of which we have become aware and the involvement therein if any of the management or an employee having a significant role in the Company's internal control system, if any.

Kolkata - 700 016	S. P. AGARWALA	T. GHOSH
Dated : 5th day of September, 2013	Managing Director	Manager Accounts


Sales Less Excise
Rs.in Lakhs
8000
7000
6000
5000
4000
3000
2000
1000
0
2007-08
2008-09
2009-10
2010-11
2011-12
2012-13
Rs.in Lakhs
FinancialYear


Profit before Tax
Rs.in Lakhs
800
700
600
500
400
300
200
100
0
2007-08
2008-09
2009-10
2010-11
2011-12
2012-13
Rs.in Lakhs
FinancialYear


Debt Equity Ratio
Rs.in Lakhs
10000
9000
8000
7000
6000
5000
4000
3000
2000
1000
0
2007-08
2008-09
2009-10
2010-11
2011-12
2012-13
Debt
Equity
Financial Year

ANNEXURE - 'B' TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

The Management of Ellenbarrie Industrial Gases Ltd. presents its analysis covering performance and forward looking statements based on certain assumptions and expectations of future event :

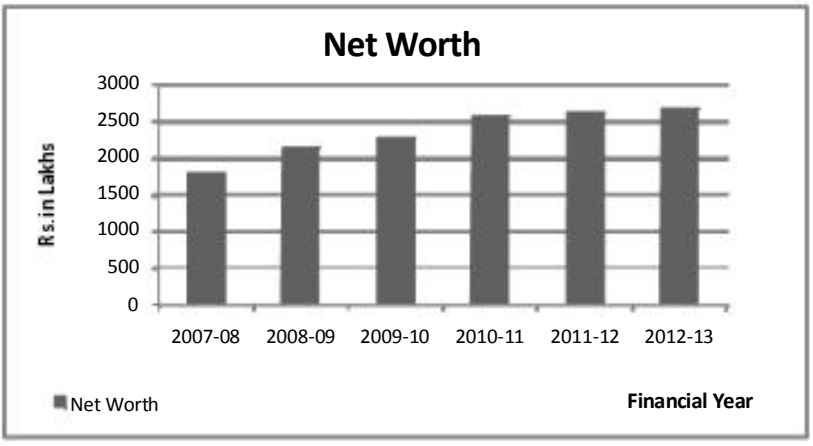
Production and Sales Performance :

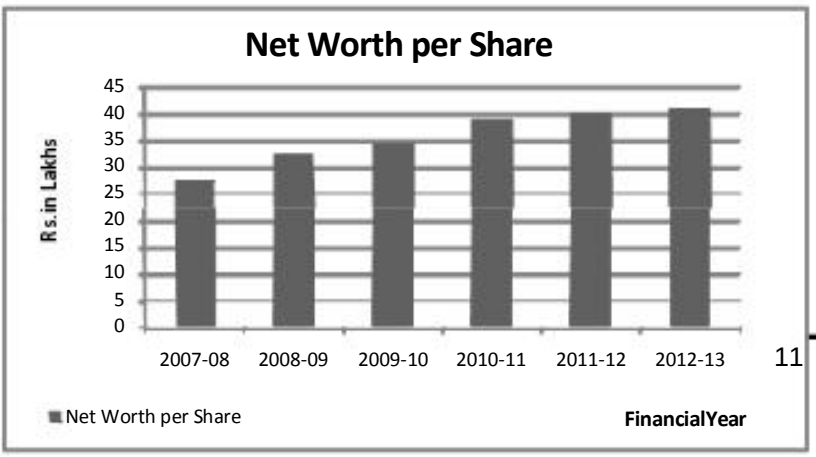
Particulars of goods manufactured and sold during the last two years are given in the following table :

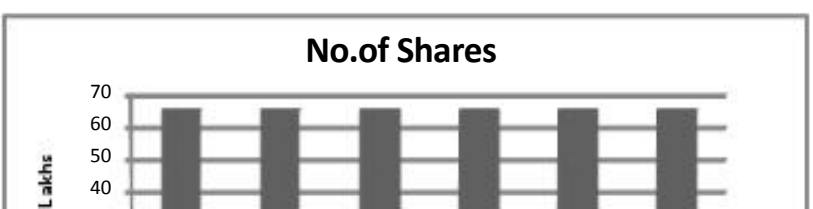
		Financial Year 2012-2013		Financial Year 2011-2012		%Increase/(Decrease)	
Products	Units	Production	Sales	Production	Sales	Production	Sales
Oxygen	cu.m	2,44,34,162.10	2,08,98,992.65	3,62,49,553.25	3,61,02,550.00	(32.59)	(42.11)
Nitrogen	cu.m	2,84,91,011.29	2,60,87,512.59	2,97,88,613.70	5,96,44,032.50	(4.36)	(12.00)
Argon	cu.m	7,87,972.63	6,35,486.48	5,85,958.61	5,80,935.99	34.48	9.39
Acetylene	cu.m	94,179.00	84,044.90	86,382.80	85,707.90	9.03	(1.94)
Medical Oxygen	cu.m.	23,11,666.34	23,40,305.84	2,85,509.01	2,72,817.28	709.66	757.33
Carbon-di-Oxide Gas	kg.	12,53,413.50	12,24,325.25	12,18,206.00	11,74,084.00	2.89	4.28
Mixture	cu.m	73,216.80	94,936.00	60,075.50	58,215.50	21.87	63.08

Demand of industrial gases have direct relationship with GDP growth of the country. General downtrend in economy specially, in the manufacturing sector continue to affect demand of gases of your company. In addition, cost of energy which is one of our main inputs has been steadily rising. It has not been possible to recover the higher input cost from the market because of creation of excess capacity by the competitors in a shrinking market. The results of the company have been affected due to combination of these factors.

Lower production of steel and sluggish general engineering activities in Eastern India have had massive effect on volume of Oxygen sale. We have been able to maintain volume of Nitrogen very close to last year's level through our dominant presence in the Pharmaceutical market. We have put on special thrust on other gases like Oxygen for medical uses and speciality gases.


Net Worth
3000
2500
2000
1500
1000
500
0
Rs.in Lakhs
2007-08
2008-09
2009-10
2010-11
2011-12
2012-13
Net Worth
Financial Year


Net Worth per Share
45
40
35
30
25
20
15
10
5
0
Rs.in Lakhs
2007-08
2008-09
2009-10
2010-11
2011-12
2012-13
Net Worth per Share
FinancialYear


No.of Shares
70
60
50
40

BUSINESS RESTRUCTURING

AIR WATER INC (hereinafter called the acquirer) incorporated under the laws of Japan having its principal office at 12 - 8 Minami Semba 2-Chome, Chuo-Ku, Osaka 542 0081 Japan has entered into a share purchase agreement dated June 14, 2013 with promoters and promoter group of the company. The acquirer wishes to acquire 51% of the equity share capital of the company. Salient features of the scheme of acquisition are already in the public domain through public announcement process under various Regulations of SEBI [Substantial Acquisition of shares and Takeovers Regulations 2011] by the acquirer through Merchant banker Axis Capital Ltd.

The encouraging aspect of the acquisition is that products and services offered by your company and by the acquirer are complementary to each other and if combined, would complete a range of product offering in industrial gas business. On completion of the takeover there will be addition to the Board with new directors and your company will be able to penetrate, new market, new product and new services, which will go a long way to bolster the growth and strength of the company.

MANAGEMENT OUTLOOK AND STRATEGY

In the midst of depressed macro economic scenario we expect improvement in economy in the short term that would lift activities in the core sector and create a demand pull of our products. Our products play very important roles in the growth of core sector and, one can expect gradual upturn in production of steel, automobiles, power generation, oil refining in course of time. We anticipate that the year 2013 - 14 would be an extremely challenging year. We hope to commission a new plant at Hyderabad in the first quarter of next year i.e. 2014 - 15.

Under the present challenging time, more internal actions are required rather than waiting for upturn of economy. Some of the actions in cost containment, productivity improvement and application development of our products towards providing total solution to customers have assumed greater importance. Your company has also decided to move into diversified product lines in niche market, and this would help our financial fundamentals in the future.

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our outlook is to establish Systems and Practices for establishing transparency, accountability and satisfy Shareholders aspirations and meet social objectives. In terms of Clause 49 of listing agreement with the Calcutta Stock Exchange Ltd. the details of compliance by the Company with the norms of Corporate Governance are as under :

BOARD OF DIRECTORS

Your Company's Board comprises of three Independent Directors and three Executive Directors as on 31st March, 2013. The Chairman of the Board is an Executive Director. Details of the Board of Directors are given below :

Sl . No .	Name of the Directors	Category	No. of Board meeting attended	No. of Directorship in other Public Limited Companies	Whether attended last AGM
1.	Shri Shanti Prasad Agarwala	Managing Director	13	08	Yes
2.	Shri Padam Kumar Agarwala	Joint Managing Director	10	05	Yes
3.	Shri Varun Agarwal	Executive Director	01	01	No
4.	Shri Ajit Khandelwal	Independent Director	12	05	No
5.	Shri Manas Kumar Dutta	Independent Director	13	03	Yes
6.	Dr. Ranesh Bhowmick	Independent Director	02	—	No

CODE OF CONDUCT

The Board of Directors have laid down a code of conduct for all the members of the Board and Senior Management of the Company. The code of conduct has been posted on the Company's website www.ellenbarrie.com

All Board Members and Senior Executives have confirmed compliance of the Code of Conduct.

AUDIT COMMITTEE

a) The Terms of reference :

The terms of reference of the Audit Committee of the Company include the Power as referred to in Sub paragraph (C) of the paragraph II of Clause 49 of the listing Agreement and the role as stipulated in Sub paragraph (D) of paragraph II of Clause 49 of the listing Agreement of the Company with the Stock Exchange.

b) Composition of the Audit Committee :

As on 31-03-2013 the composition of the Audit Committee was as under :

i) Shri Manas Kumar Dutta (Chairman)
ii) Shri Shanti Prasad Agarwala (Member)
iii) Shri Ajit Khandelwal (Member)

REPORT ON CORPORATE GOVERNANCE (Contd.)

Except Shri Shanti Prasad Agarwala, all other Directors are Independent Directors. The Company Secretary acts as Secretary to the Audit Committee. There were seven Meetings of the Audit Committee held during the year on 11th May, 2012, 19th July, 2012, 19th August, 2012, 29th August, 2012, 9th November, 2012, 17th December, 2012, 13th February, 2013.
The Chairman of the Audit Committee was present at the Annual General Meeting held on 28th September, 2012.

REMUNERATION COMMITTEE

Shri Manas Kumar Dutta is the Chairman of the Committee. The role of the Remuneration Committee include the following :

1. Examining and suggesting the remuneration policy for Executive Directors.
2. Examining, reviewing and modifying the Human Resource Development Policy including all personnel related matters.

The details of remuneration paid to all the Wholetime functional Directors during the year ended 31st March, 2013 are given below :

Name of the Directors	Salary Rs.	Perquisite Rs.	Total Rs.
Shri Shanti Prasad Agarwala	14,40,000	—	14,40,000
Shri Padam Kumar Agarwala	14,40,000	—	14,40,000
Shri Indrajit Mookerjee	13,20,000	—	13,20,000
Shri Varun Agarwal	14,40,000	—	14,40,000

Remuneration paid to Part Time Independent Directors for attending the Board Meeting consisted of Sitting Fees :

Name of the Directors	Sitting Fees (Rs.)
Shri Manas Kumar Dutta	36,500
Shri Ajit Khandelwal	34,500
Dr. Ranesh Bhowmick	7,000

SHAREHOLDERS GRIEVANCE REDRESSAL COMMITTEE

The matter relating to redressal of Shareholders complaints i.e. transfer / transmission of shares, non-receipt of Annual Report etc. are being looked after by the Committee. The Committee comprised of (a) Shri Manas Kumar Dutta (b) Shri Ajit Khandelwal (c) Shri Padam Kumar Agarwala. Shri Manas Kumar Dutta is the Chairman of the Committee. During the period under review no complaints were received from investors. As on 31st March, 2013 there was no pending investor complaints.

REPORT ON CORPORATE GOVERNANCE (Contd.)

RISK MANAGEMENT

The Company has an integrated approach to managing risk inherent in various aspects of the business.

DISCLOSURE

The details of the related Party Relationship and Transactions under Accounting Standard (AS-18) issued by ICAI are given under Note No. 33 of the Annual Audited Accounts as on 31st March, 2013. There were no instances of (i) non-compliance by the Company (ii) penalties, stricture imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority during the last three years.

GENERAL INFORMATION FOR SHAREHOLDERS

CIN of the Company	:	L 24112 WB 1973 PLC 029102
Date of Annual General Meeting & Time	:	30th September, 2013 Monday, at 4.30 P.M.
Venue	:	THE CONCLAVE (Rose Room) 216, Acharya Jagadish Chandra Bose Road, Kolkata - 700 017
Financial Year	:	2012 - 2013
Book Closure	:	From 28th September, 2013 to 30th September, 2013
ISIN	:	INE 236 E 01014
Listing on Stock Exchange	:	The Shares of the Company are listed on The Calcutta Stock Exchange Ltd. and permitted for Trading on the Bombay Stock Exchange with effect from 03.07.2008.
ADDRESS FOR CORRESPONDENCE		
Registered Office	:	ELLENBARRIE INDUSTRIAL GASES LTD. 3A, Ripon Street, Kolkata - 700 016
Registrar and Share Transfer Agent	:	ABS Consultant Pvt. Ltd. Stephen House, 6th Floor, Room No. 99 4, B.B.D. Bag (East) Kolkata - 700 001
Plant Locations	:	Kalyani Works Block 'D' Plot No. - 25, Kalyani Industrial Estate P.O. : Kalyani, District : Nadia (W.B.) Uluberia Works NH-6, Bombay Road, P.O. Uluberia Dist. Howrah (W.B.) Parwada Works Plot No. 57A, J.N. Pharmacity, Parwada Visakhapatnam, Andhra Pradesh

REPORT ON CORPORATE GOVERNANCE (Contd.)

GENERAL BODY MEETING

Details of the Meeting held in last three years.

I) ANNUAL GENERAL MEETING :

Financial Year	Date and Time	Venue
2011 - 2012	28-09-2012 at 03.30 P.M.	THE CONCLAVE (ROSE ROOM) 216, A.J.C. BOSE ROAD, KOLKATA - 700 017
2010 - 2011	30-09-2011 at 03.00 P.M.	THE CONCLAVE (ROSE ROOM) 216, A.J.C. BOSE ROAD, KOLKATA - 700 017
2009 - 2010	30-09-2010 at 04.00 P.M.	THE CONCLAVE (ROSE ROOM) 216, A.J.C. BOSE ROAD, KOLKATA - 700 017

II) EXTRA ORDINARY GENERAL MEETING :

Financial Year	Date and Time	Venue
2011 - 2012	—	—
2010 - 2011	—	—
2009 - 2010	—	—

SHARE PRICE DATA

There was no trading of the Equity Shares of the Company with The Calcutta Stock Exchange for the period from 01-04-2012 to 31-03-2013, we give hereunder market information on Equity Share prices recorded with Bombay Stock Exchange during April, 2012 - March, 2013. Trading on The Bombay Stock Exchange was permitted with effect from 03-07-2008.

Month	Bombay Stock Exchange		Volume
	High (Rs.)	Low (Rs.)	No. of Shares
April	—	—	—
May	—	—	—
June	457.35	457.35	31
July	—	—	—
August	470.00	450.00	21
September	470.00	469.00	4
October	—	—	—
November	470.00	470.00	1
December	493.50	475.00	3
January	483.00	450.00	20
February	446.00	446.00	1
March	425.00	390.00	536

REPORT ON CORPORATE GOVERNANCE (Contd.)

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2013

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares held	Value of Shares	% of Shareholding
1-500	145	78.38	9,538	95,380	0.15
501-1,000	8	4.32	7,137	71,370	0.11
1,001-2,000	6	3.24	10,600	1,06,000	0.16
2,001-3,000	—	—	—	—	—
3,001-4,000	—	—	—	—	—
4,001-5,000	1	0.54	4,255	42,550	0.06
5,001-10,000	2	1.08	16,200	1,62,000	0.25
10,001-50,000	5	2.70	1,15,950	11,59,500	1.77
50,001-1,00,000	8	4.32	5,15,200	51,52,000	7.87
1,00,001 and above	10	5.42	58,67,900	5,86,79,000	89.63
TOTAL	**185**	**100.00**	**65,46,780**	**6,54,67,800**	**100.00**

STATEMENT SHOWING SHAREHOLDING PATTERN AS ON 31ST MARCH, 2013

Category	No. of Shareholders	No. of Shares	% of Shareholding
PROMOTER HOLDING			
Individual / HUF	10	48,31,480	73.80
Bodies Corporate	—	—	—
Total No. of Promoter Holding	**10**	**48,31,480**	**73.80**
NON PROMOTER HOLDING			
Institution	—	—	—
Mutual Fund / UTI	—	—	—
Financial Institution/Bank	—	—	—
NON-INSTITUTION			
Bodies Corporate	19	12,74,682	19.47
Indian Public	155	4,00,118	6.11
NRI / OCB / Foreign National	—	—	—
Central Govt. / State Govt.	01	40,500	0.62
Total No. of Non promoter Holding	**175**	**17,15,300**	**26.20**
Grand Total	**185**	**65,46,780**	**100.00**

REPORT ON CORPORATE GOVERNANCE (Contd.)

DEMATERIALISATION OF SHARES AND LIQUIDITY

The Equity Shares of the Company are tradable in dematerialisation form 83% of Equity Shares were held in dematerialised form as on 31st March, 2013.

MEANS OF COMMUNICATIONS

In terms of Clause 41 of the listing agreement, quarterly results are published in Business Standard (English edition) and Arthik Lipi (Bengali edition).

COMPANY WEBSITE

The Company has its Website namely www.ellenbarrie.com providing information about the Company, its products and services, registered office, present locations, etc.

I declare that the Company has received affirmation of compliance with the "Code of Business Conduct of Directors and Senior Executives" laid down by the Board of Directors from all the Directors and Senior Management Personnel of the Company to whom the same is applicable for the financial year ended 31st March, 2013.

For and on behalf of the Board

Kolkata
Dated : 5th day of September, 2013

S. P. AGARWALA
Chairman

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

TO THE MEMBERS OF
ELLENBARRIE INDUSTRIAL GASES LTD.

I have examined the compliance of conditions of Corporate Governance by Ellenbarrie Industrial Gases Limited, for the year ended 31st March, 2013, as stipulated in Clause 49 of the Listing Agreements of the said Company with Stock Exchange of India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. My examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by The Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A. K. KUMAR & CO.
Chartered Accountant
(Regn. No. 308013E)

9/15, Fern Road
Kolkata - 700 019
Dated : 5th day of September, 2013

ANJAN KUMAR
Proprietor
(Regn. No. 013166)

AUDITORS' REPORT

TO THE MEMBERS

I have audited the attached Balance Sheet of ELLENBARRIE INDUSTRIAL GASES LIMITED as at 31st March, 2013 and also the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in India. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

As required by the Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of Sub-section (4A) of Section 227 of the Companies Act, 1956, I report that :

i) a) The Company maintains proper records showing full particulars, including quantitative details and situation of Fixed Assets.
   b) The fixed assets have been physically verified by the management at the end of the year and there have been no material discrepancy.
   c) A substantial part of the fixed assets have not been disposed of during the year.

ii) a) Physical verification of inventory has been conducted by the management at the end of the year.
   b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
   c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.

iii) There is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. There is no continuing failure to correct major weaknesses in internal control system.

iv) a) Transactions that need to be entered into a register in pursuance of Section 301 of the Act, have been so entered.
   b) Each of these transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

v) The Company has not accepted deposits from the public.

vi) The Company has an internal audit system commensurate with its size and nature of its business.

vii) The Company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education & Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess or any other statutory dues with the appropriate authorities and there is no arrear of more than six months as at the last day of the year.

AUDITORS' REPORT (Contd.)

viii) The Company has not defaulted in repayment of dues to a bank or financial institution.

ix) The Company is dealing in shares, debentures and other investments and proper records have been maintained of the transactions and contracts and timely entries have been made. The shares, securities and debentures have been held by the Company in its own name.

x) The term loans were applied for the purpose for which the loans were obtained.

xi) The funds raised on short term basis have not been used for long term investment.

xii) In the circumstances of the case, other clauses of the order are not applicable.

Further to my comments, I report that :

i) I have obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of my audit ;

ii) In my opinion, proper books of account as required by law have been kept by the Company so far as appears from my examination of those books ;

iii) The Balance Sheet and Statement of Profit & Loss dealt with by this report are in agreement with the books of account ;

iv) **In my opinion, Subject to non compliance of AS 22: Re: Deferred Tax, the Balance Sheet and Statement of Profit & Loss dealt with by this report comply with the accounting standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956;**

v) On the basis of written representations received from the directors, as on 31st March, 2013 and taken on record by the Board of Directors, I report that none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956 ;

vi) In my opinion and to the best of my information and according to the explanations given to me, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013 ;

b) in the case of Statement of Profit & Loss, of the profit for the year ended on that date.

c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For A. K. KUMAR & CO.
Chartered Accountant
(Regn. No. 308013E)

9/15, Fern Road
Kolkata - 700 019
Dated : 5th day of September, 2013

ANJAN KUMAR
Proprietor
(Regn. No. 013166)

BALANCE SHEET AS AT 31ST MARCH, 2013

	Note No.	As at 31.03.2013 Rs.	As at 31.03.2012 Rs.
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUND			
Share Capital	1	6,54,67,800	6,54,67,800
Reserves and Surplus	2	20,18,22,944	19,72,67,620
		26,72,90,744	26,27,35,420
NON-CURRENT LIABILITIES			
Long Term Borrowings	3	60,94,98,318	60,37,01,285
Deferred Tax Liabilities (Net)	4	89,80,267	89,80,267
		61,84,78,585	61,26,81,552
CURRENT LIABILITIES			
Short Term Borrowings	5	30,50,23,791	27,12,27,836
Trade Payables	6	7,27,50,145	6,47,10,169
Other Current Liabilities	7	11,12,62,274	10,09,68,784
Short Term Provisions	8	5,37,08,654	5,42,34,944
		54,27,44,864	49,11,41,733
TOTAL		1,42,85,14,193	1,36,65,58,705
ASSETS			
NON CURRENT ASSETS			
Fixed Assets	9		
Tangible Assets		84,89,41,934	89,70,96,277
Intangible Assets		25,29,157	24,86,743
Capital Work-in-Progress		4,32,81,698	2,82,15,002
		89,47,52,789	92,77,98,022
Non Current Investments	10	—	24,60,000
CURRENT ASSETS			
Inventories	11	5,77,92,581	5,13,72,506
Trade Receivables	12	13,08,65,606	12,76,54,538
Cash and Cash Equivalents	13	7,63,98,203	5,76,54,062
Short Term Loans and Advances	14	26,87,05,014	19,96,19,577
		53,37,61,404	43,63,00,683
TOTAL		1,42,85,14,193	1,36,65,58,705

NOTES TO ACCOUNTS 22 to 36

Notes 1 to 14 are an integral part of the Balance Sheet

In terms of my Report of even date annexed herewith

For A. K. Kumar & Co.
Chartered Accountants
(Firm Regn. No. 308013E)
Anjan Kumar
Proprietor
(M. No. 013166)
9/15, Fern Road
Kolkata - 700 019
Dated : 5th day of September, 2013

SHANTI PRASAD AGARWALA
Managing Director

PADAM KUMAR AGARWALA
Joint Managing Director

On behalf of the Board of Directors

VARUN AGARWAL
Executive Director

MANAS KUMAR DUTTA
Director

A. K. BANDYOPADHYAY
Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

	Note No.	For the Year Ended 31.03.2013 Rs.	For the Year Ended 31.03.2012 Rs.
INCOME			
Revenue from Operations	15	79,37,98,793	71,52,52,641
Other Income	16	1,38,63,996	2,72,08,139
Total Revenue		80,76,62,789	74,24,60,780
EXPENSES			
Cost of Materials Consumed	17	4,65,72,937	4,09,88,906
Material Purchased for Trading		15,20,57,358	9,71,66,571
Changes in Inventories of Stock-in-Trade	18	(78,13,434)	95,62,458
Employee Benefits Expense	19	4,41,51,337	4,11,82,524
Finance Cost	20	10,03,85,687	9,26,50,420
Depreciation and Amortization Expense	9	7,53,09,681	7,52,99,998
Other Expenses	21	39,13,71,545	37,39,15,651
Total Expenses		80,20,35,111	73,07,66,528
Profit before Tax		56,27,678	1,16,94,252
Tax Expense :			
Current Tax		10,72,354	23,39,805
Deferred Tax		—	—
Profit for the year		45,55,324	93,54,447
Earnings Per Share			
Basic and Diluted earning per share (in Rs.)		0.70	1.43

NOTES TO ACCOUNTS 22 to 36

Notes 15 to 21 are an integral part of the Profit & Loss Statement In terms of my Report of even date annexed herewith

For A. K. Kumar & Co.
Chartered Accountants
(Firm Regn. No. 308013E)
Anjan Kumar
Proprietor
(M. No. 013166)
9/15, Fern Road
Kolkata - 700 019
Dated : 5th day of September, 2013

SHANTI PRASAD AGARWALA
Managing Director

PADAM KUMAR AGARWALA
Joint Managing Director

On behalf of the Board of Directors

VARUN AGARWAL
Executive Director

MANAS KUMAR DUTTA
Director

A. K. BANDYOPADHYAY
Secretary

NOTES TO BALANCE SHEET as at 31st March, 2013

		As at 31.03.2013 Rs.	As at 31.03.2012 Rs.
1.	**SHARE CAPITAL**		
	Authorised		
2,10,00,000	Equity Shares of Rs. 10 each	21,00,00,000	21,00,00,000
4,00,000	9% Cumulative Redeemable Preference Shares of Rs. 100 each	4,00,00,000	4,00,00,000
		25,00,00,000	25,00,00,000
	Issued, Subscribed and Paid-up		
65,46,780	Equity Shares of Rs. 10 each	6,54,67,800	6,54,67,800
		6,54,67,800	6,54,67,800

a) There is no change in number of shares outstanding as at 31st March, 2013 and 31st March, 2012

b) The Company does not have any holding company

c) Details of Shareholders holding more than 5% shares in the company :

	As at 31st March, 2013		As at 31st March, 2012	
Equity Shares of Rs. 10 each fully paid	No. of Shares	% Holding	No. of Shares	% Holding
Mr. Shanti Prasad Agarwala	5,35,320	8.18	5,35,320	8.18
Shanti Prasad Agarwala (HUF)	7,86,960	12.02	7,86,960	12.02
Mr. Padam Kumar Agarwala	12,88,800	19.69	12,88,800	19.69
M/s. Heaven Commercial Pvt. Ltd.	10,28,068	15.70	10,13,568	15.48
Ms. Pushpa Devi Todi	4,41,000	6.74	4,41,000	6.74
Ms. Pushpa Devi Agarwala	6,11,100	9.33	5,77,150	8.82
Mr. Varun Agarwal	5,76,000	8.80	5,76,000	8.80
Ms. Aradhita Agarwal	3,42,000	5.22	3,28,000	5.01

d) No shares have been allotted other than cash or has been bought back by the company during the period of 5 years preceding the date as at which the Balance Sheet is prepared.

e) No convertible securities has been issued by the company during the year.

f) No calls are unpaid by any Director and Officer of the Company during the year.

NOTES TO BALANCE SHEET as at 31st March, 2013 (Contd.)

		As at 31.03.2013 Rs.	As at 31.03.2012 Rs.
2.	**RESERVES AND SURPLUS**		
	Capital Reserve		
	As per last Financial Statements	14,41,644	14,41,644
		14,41,644	14,41,644
	Capital Redemption Reserve		
	As per last Financial Statements	6,00,000	6,00,000
		6,00,000	6,00,000
	General Reserve		
	As per last Financial Statements	15,13,17,243	15,13,17,243
	Add : Transferred from Profit and Loss Account	3,50,00,000	—
	Add : Deferred Tax	85,29,815	85,29,815
		19,48,47,058	15,98,47,058
	Profit & Loss Account		
	As per last Financial Statements	3,53,78,918	2,98,28,887
	Add : Profit for the year	45,55,324	93,54,447
		3,99,34,242	3,91,83,334
	Less : Appropriations		
	Transfer to General Reserve	3,50,00,000	—
	Proposed Dividend	—	32,73,390
	Tax on Proposed Dividend	—	5,31,026
		3,50,00,000	38,04,416
	Net Surplus	49,34,242	3,53,78,918
	Total	20,18,22,944	19,72,67,620
3.	**LONG-TERM BORROWINGS**		
	A) From Bank - Term Loan (Secured by hypothecation & mortgage of all movable and immovable assets including Plant & Machinery and Cryogenic Tanks at Uluberia and Vizag and collateral security of all movable and immovable assets at Kalyani Plant, hypothecation of Book-debts and charges on current movable assets of trading business.)	44,39,32,726	48,74,48,671
	B) From WBFC (Secured by hypothecation & mortgage of movable assets procured under Equipment Refinance Scheme)	2,53,00,000	3,80,00,000
	C) Car Loan from Banks	6,24,178	—
	D) Truck Loan from Tata Motors Finance Ltd. (Secured by hypothecation of vehicles purchased under the Scheme.)	14,66,414	26,52,614
	Unsecured		
	Loan from Body Corporates	13,81,75,000	7,56,00,000
		60,94,98,318	60,37,01,285

NOTES TO BALANCE SHEET as at 31st March, 2013 (Contd.)

Term of Repayment

A) From Bank - Term loan

Rs. 839 lakhs (present balance Rs. 675 lakhs) payable in 10 Half Yearly instalment of Rs. 80 lakhs and one instalment of Rs. 39 lakhs starting from September, 2012 at a rate of interest of 8%.

Rs. 159 lakhs (present balance Rs. 67 lakhs) payable in 3 Half Yearly instalment of Rs. 40 lakhs and one instalment of Rs. 38.75 lakhs starting from September, 2012 at a rate of interest of 8%.

Rs. 3,785 lakhs (present balance Rs. 2,677 lakhs) payable in 4 Half Yearly instalment of Rs. 275 lakhs, 5 Half Yearly instalment of Rs. 450 lakhs each and one instalment of Rs. 435 lakhs starting from June, 2011 at a rate of interest of 8%.

Rs. 232 lakhs (present balance Rs. 158 lakhs) payable in 12 semi-annual instalment of Rs. 19.33 lakhs starting from September, 2011 at a rate of interest of 8%.

Rs. 488 lakhs (present balance Rs. 293 lakhs) payable in 12 semi-annual instalment of Rs. 44.38 lakhs starting from March, 2011 at a rate of interest of 8%.

Rs. 200 lakhs (present balance Rs. 154 lakhs) payable in 12 semi-annual instalment of Rs. 16.67 lakhs starting from first disbursement at a rate of interest of 8%.

Rs. 4,300 lakhs (present balance Rs. 417 lakhs) payable in 13 semi-annual instalment of Rs. 307 lakhs & 14th last instalment of Rs. 309 lakhs starting 12 months after COD at a rate of interest 12.5%.

B) From WBFC :

Rs. 200 lakhs (present balance Rs. 110 lakhs) payable in 9 quarterly instalments from March, 2010 of Rs. 10 lakhs and 10 quarterly instalments of Rs. 11 lakhs each from June, 2012 ending on September, 2014 at a rate of interest of 12.50%.

Rs. 200 lakhs (present balance Rs. 77 lakhs) payable in 9 quarterly instalments from March, 2010 of Rs. 10 lakhs and 10 quarterly instalments of Rs. 11 lakhs each from September, 2012 ending on December, 2014 at a rate of interest of 12.50%.

Rs. 102 lakhs (present balance Rs. 12 lakhs) payable in 9 quarterly instalments from February, 2011 of Rs. 10 lakhs and 1 quarterly instalments of Rs. 12 lakhs each from May, 2013 ending on May, 2013 at a rate of interest of 12.50%.

Rs. 98 lakhs (present balance Rs. 98 lakhs) payable in 1 quarterly instalments from August, 2013 of Rs. 10 lakhs and 8 quarterly instalments of Rs. 11 lakhs each from November, 2013 ending on August, 2015 at a rate of interest of 12.50%.

C) Car Loans from Bank - Rs. 6.94 lakhs payable in monthly instalments.

D) Truck Loan - Rs. 14,66,414 payable in 48 EMI of Rs. 1.17 lakhs from May 2010 to April, 2014.

There is no default in repayment of loan and interest in respect of all the loans.

	As at 31.03.2013 Rs.	As at 31.03.2012 Rs.
4. DEFERRED TAX LIABILITIES (NET)		
As per last Financial Statement	89,80,267	89,80,267
	89,80,267	89,80,267

NOTES TO BALANCE SHEET as at 31st March, 2013 (Contd.)

		As at 31.03.2013 Rs.	As at 31.03.2012 Rs.
5.	**SHORT TERM BORROWINGS**		
	Cash Credit from Bank of Baroda	30,50,23,791	27,12,27,836
	(Secured by hypothecation of Stocks and Book Debts and personal guarantee of three Directors.)		
	There is no default in repayment of loan or interest		
		30,50,23,791	27,12,27,836
6.	**TRADE PAYABLES**		
	For Goods	6,70,60,082	4,80,56,690
	For Services	56,90,063	1,66,53,479
		7,27,50,145	6,47,10,169
7.	**OTHER CURRENT LIABILITIES**		
	Deposit from Customers	10,33,06,596	10,06,22,647
	Duties & Taxes Payable	79,55,678	3,46,137
		11,12,62,274	10,09,68,784
8.	**SHORT TERM PROVISIONS**		
	Bonus	8,00,000	5,00,000
	Gratuity	39,07,003	26,67,419
	Proposed Dividend	—	32,73,390
	Tax on Proposed Dividend	—	5,31,026
	Central Excise Duty	19,00,825	12,34,637
	Provisions for Taxation	4,62,93,610	4,52,21,256
	Provisions for FBT	8,07,216	8,07,216
		5,37,08,654	5,42,34,944

NOTES TO BALANCE SHEET as at 31st March, 2013 (Contd.)

9. DETAILS OF FIXED ASSETS

DESCRIPTION	COST				DEPRECIATION				BALANCE	
	As at 01-04-2012 Rs.	Additions Rs.	Adjustment Rs.	As at 31.03.2013 Rs.	As at 01.04.2012 Rs.	Additions Rs.	Adjustment Rs.	As at 31.03.2013 Rs.	As at 31.03.2013 Rs.	As at 31.03.2012 Rs.
Freehold Land	3,65,02,036	—	—	3,65,02,036	—	—	—	—	3,65,02,036	3,65,02,036
Leasehold Land	1,62,328	—	—	1,62,328	1,793	—	—	1,793	1,60,535	1,60,535
Factory Building & Compound	5,41,23,738	—	—	5,41,23,738	92,21,076	17,12,742	—	1,09,33,818	4,31,89,920	4,49,02,662
Furniture	38,43,191	16,500	—	38,59,691	18,61,881	2,99,219	—	21,61,100	16,98,591	19,81,310
Plant & Machinery	81,61,76,932	74,94,703	—	82,36,71,635	19,23,91,935	3,81,87,893	—	23,05,79,828	59,30,91,807	62,37,84,997
Motor Car	64,16,501	8,88,652	6,68,873	66,36,280	44,19,358	6,50,134	5,04,593	45,64,899	20,71,381	19,97,143
Electric Installation	6,41,14,538	1,87,500	—	6,43,02,038	1,08,89,081	29,87,645	—	1,38,76,726	5,04,25,312	5,32,25,457
Office Equipment	17,06,901	6,651	—	17,13,552	9,52,632	1,02,489	—	10,55,121	6,58,431	7,54,269
Truck	62,85,195	—	—	62,85,195	27,47,301	8,41,230	—	35,88,531	26,96,664	35,37,894
Cylinder	15,68,22,172	19,85,500	94,210	15,87,13,462	12,06,72,868	1,08,12,489	92,624	13,13,92,733	2,73,20,729	3,61,49,304
Tanker	18,81,63,217	53,28,962	—	19,34,92,179	12,72,99,076	1,66,73,900	—	14,39,72,976	4,95,19,203	6,08,64,141
Storage Tank	3,32,16,367	1,07,68,790	—	4,39,85,157	18,75,183	19,91,696	—	38,66,879	4,01,18,278	3,13,41,184
Computer	47,00,436	22,260	—	47,22,696	36,45,904	3,57,455	—	40,03,359	7,19,337	10,54,532
Howrah Shed	16,22,675	—	—	16,22,675	12,96,160	32,652	—	13,28,812	2,93,863	3,26,515
Howrah Flat	1,70,817	—	—	1,70,817	—	—	—	—	1,70,817	1,70,817
Motor Cycle	2,13,442	—	—	2,13,442	88,446	16,602	—	1,05,048	1,08,394	1,24,996
Tube well	5,13,974	—	—	5,13,974	2,95,489	21,849	—	3,17,338	1,96,636	2,18,485
Work-in-progress (Hyderabad)	2,82,15,002	1,50,66,696	—	4,32,81,698	—	—	—	—	4,32,81,698	2,82,15,002
Total	1,40,29,69,462	4,17,66,214	7,63,083	1,44,39,72,593	47,76,58,183	7,46,87,995	5,97,217	55,17,48,961	89,22,23,632	92,53,11,279
Intangible Assets										
Computer Software	31,08,429	6,64,100	—	37,72,529	6,21,686	6,21,686	—	12,43,372	25,29,157	24,86,743
Total as on 31.03.2013	1,40,60,77,891	4,24,30,314	7,63,083	1,44,77,45,122	47,82,79,869	7,53,09,681	5,97,217	55,29,92,333	89,47,52,789	—
Total as on 31.03.2012	1,33,49,59,075	7,43,44,393	32,25,577	1,40,60,77,891	40,61,65,269	7,52,99,998	31,85,398	47,82,79,869	—	92,77,98,022

	As at 31.03.2013 Rs.	As at 31.03.2012 Rs.
10. NON CURRENT INVESTMENTS		
OTHER INVESTMENTS - AT COST		
(UNQUOTED - UNDER THE SAME MANAGEMENT)		
Nil (4,500) Fully paid Equity Shares of Rs. 10 each in Gunjan Properties Pvt. Ltd.	—	45,000
Nil (24,000) Fully paid Equity Shares of Rs. 10 each in Varun Tea Plantations Ltd.	—	24,00,000
Nil (100) Fully paid Equity Shares of Rs. 100 each in Superior Tea & Allied India Pvt. Ltd.	—	15,000
	—	24,60,000

NOTES TO BALANCE SHEET as at 31st March, 2013 (Contd.)

	As at 31.03.2013 Rs.	As at 31.03.2012 Rs.
11. INVENTORIES		
(As taken, Valued & certified by the Management)		
Raw Materials (At cost)	5,97,942	24,51,670
Finished Goods (At lower of cost or net realisable value)	1,53,78,847	1,11,41,493
Trading Goods (At cost)	2,94,89,055	2,57,64,225
Shares & Securities (At lower of cost or net realisable value)	6,26,157	7,74,907
Stores & Spares (At cost)	1,17,00,580	1,12,40,211
	5,77,92,581	5,13,72,506
12. TRADE RECEIVABLES		
Unsecured, Considered good		
Outstanding for a period exceeding six months	2,45,49,672	1,52,35,210
Others	10,63,15,934	11,24,19,328
	13,08,65,606	12,76,54,538
13. CASH AND CASH EQUIVALENTS		
Balance with Banks :		
In Current Account	8,99,874	31,20,348
In Unpaid Dividend Account	1,10,688	1,25,594
In Margin Deposit Account	7,46,79,506	5,39,48,152
Cash in hand	7,08,135	4,59,968
	7,63,98,203	5,76,54,062
14. SHORT TERM LOANS & ADVANCES		
(Unsecured, considered good)		
Capital Advances	1,55,07,020	87,62,836
Security Deposits	2,90,98,755	2,56,43,208
Advance against supply of Goods and Services	8,35,77,148	9,28,19,090
Prepaid Expenses	14,58,320	21,01,097
Loans & Advances to Employees	91,551	52,237
Insurance Claim Receivable	7,43,242	—
Advance Income Tax & TDS	4,80,66,439	4,59,22,800
Subsidy Receivable	9,01,62,539	2,43,18,309
	26,87,05,014	19,96,19,577

NOTES TO PROFIT & LOSS STATEMENT for the year ended 31st March, 2013

	Year Ended 31.03.2013 Rs.	Year Ended 31.03.2012 Rs.
15. REVENUE FROM OPERATIONS		
Sale of Products	65,74,66,955	61,77,56,414
Sale of Traded Goods	14,10,53,743	10,32,97,158
	79,85,20,698	72,10,53,572
Other Operating Revenues	5,21,18,568	4,47,56,257
Total Revenue	85,06,39,266	76,58,09,829
Less : Excise Duty	5,68,40,473	5,05,57,188
	79,37,98,793	71,52,52,641
16. OTHER INCOME		
Interest Income		
On Banks Deposits	57,46,109	34,63,914
On Others	11,62,972	5,53,077
	69,09,081	40,16,991
Net gain on sale of Investments	1,20,000	39,20,000
Profit on sale of Fixed Assets (Net)	2,65,779	12,86,684
Dividend	17,045	241
Excess Liabilities and Unclaimed Balances written back	—	1,32,88,519
Sundry Receipts	55,20,736	42,56,404
Insurance Claim Received	10,31,355	4,39,300
	68,34,915	1,92,71,148
	1,38,63,996	2,72,08,139
17. COST OF MATERIAL CONSUMED		
Calcium Carbide	1,00,15,593	1,31,97,244
Gases	3,65,57,344	2,77,91,662
	4,65,72,937	4,09,88,906
18. (INCREASE) / DECREASE IN INVENTORIES		
Inventories at the beginning of the year		
Finished Goods	1,11,41,493	2,26,49,031
Trading Goods	2,57,64,225	2,38,19,145
Shares	7,74,907	7,74,907
	3,76,80,625	4,72,43,083
Inventories at the end of the year		
Finished Goods	1,53,78,847	1,11,41,493
Trading Goods	2,94,89,055	2,57,64,225
Shares	6,26,157	7,74,907
	4,54,94,059	3,76,80,625
	(78,13,434)	95,62,458

NOTES TO PROFIT & LOSS STATEMENT for the year ended 31st March, 2013 (Contd.)

	Year Ended 31.03.2013 Rs.	Year Ended 31.03.2012 Rs.
19. EMPLOYEE BENEFITS EXPENSES		
Salaries, Bonus & Wages	3,74,94,573	3,39,24,728
Contribution to Provident & Other Funds	4,28,889	5,11,774
Director Remuneration	56,40,000	57,60,000
Staff Welfare Expenses	5,87,875	9,86,022
	4,41,51,337	4,11,82,524
20. FINANCE COST		
Interest Expenses		
On Term Loans	5,21,01,828	4,93,72,639
On Cash Credit	2,91,03,842	2,48,36,312
On Unsecured Loan	1,85,00,711	1,17,92,636
On Others (Statutory)	2,77,901	59,61,525
On Truck Loan	4,01,405	6,87,308
	10,03,85,687	9,26,50,420
21. OTHER EXPENSES		
Consumable Stores - Consumed	30,45,108	44,22,179
Excise Duty	19,00,825	12,34,637
Power consumed (Rs. 36,67,24,511 less subsidy Rs. 6,58,44,230)	30,08,80,281	29,96,27,133
Repair Building	1,77,515	1,19,023
Repair Machinery	60,75,573	1,05,34,490
Repiar Others	50,85,329	28,52,111
Selling Expenses	84,79,901	76,87,574
Rent	37,680	4,62,560
Rates & Taxes	28,59,337	14,01,586
Insurance	22,18,312	26,44,674
Travelling & Conveyance	46,34,415	42,93,230
Auditor's Remuneration :		
As Statutory Audit Fees	75,000	84,270
As Tax Audit Fees	13,483	13,483
Others	28,090	1,979
Bank Charges	72,30,947	27,67,688
Write off of computer softwares	—	—
Directors Sitting Fees	78,000	54,000
Other Misc. Expenses	4,85,51,749	3,57,15,034
	39,13,71,545	37,39,15,651

NOTES TO ACCOUNTS as at and for the year ended 31st March, 2013

22. **SIGNIFICANT ACCOUNTING POLICIES**

a) **Accounting Convention**

The accompanying financial statements had been prepared in accordance with historical cost convention and as a going concern.

b) **Fixed Assets**

Fixed Assets are stated at cost less depreciation.

c) **Depreciation**

In respect of Kalyani Plant

Depreciation has been provided on written down value method as per Schedule XIV of the Companies Act, 1956 of assets acquired upto 31.03.1992 and from 01.04.1994 onwards. For assets acquired between 01.04.1992 to 31.03.1994 depreciation had been provided on straight line method as per Schedule XIV of the Companies Act, 1956.

In respect of Uluberia & Visakhapatnam Plant

Depreciation has been provided on straight line method as per Schedule XIV of the Companies Act, 1956.

d) **Investments**

Investments are stated at cost.

e) **Inventories**

i) Raw Material and Trading Goods are valued at cost.

ii) Finished Goods are valued at lower of cost or net relisable value.

iii) Stores and spares are valued at cost using the weighted average cost formula.

iv) Quoted shares and securities are valued at lower of cost or market value.

v) Unquoted shares are valued at cost.

f) **Foreign Exchange Transaction**

Transactions in foreign currency are accounted for at the equivalent rupee value on the date of credit by the bank.

g) **Retirement Benefit**

The accrued liability for gratuity payable to employees has been calculated on the basis of an actuarial valuation made by LIC and the amount is deposited under the LIC Group Gratuity Scheme. In respect of Provident Fund, the contribution is paid to the fund administered by the Government and is charged to revenue.

h) **Borrowing Cost**

Interest and other cost in connection with the borrowing of the fund to the extent related / attributed to the acquisition / construction of qualifying fixed assets are capitalized up to the state when such assets are ready for its intended use and other borrowing costs are charged to Profit and Loss Account.

i) **Revenue Recognition**

Revenue from the sale of products are recognized on despatch of goods to customer which corresponds to transfer of significant risks and rewards of ownership.

j) **Provisions**

A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to current management estimates.

NOTES TO ACCOUNTS as at and for the year ended 31st March, 2013 (Contd.)

23. **Particulars of Raw Materials Consumed :**

	2012 - 2013		2011 - 2012	
	Quantity	Value (Rs.)	Quantity	Value (Rs.)
Indigenous (Cu.m.)	16,42,681	2,85,93,229	24,77,644	2,20,16,600
(Kg.)	14,19,805	79,64,115	12,74,285	57,75,062
Imported (Kg.)	2,56,300	1,00,15,593	3,42,500	1,31,97,244

24. **Value of stores & spares consumed :**

	Value (Rs.)	Percentage	Value (Rs.)	Percentage
Indigenous	81,35,127	89.19%	78,84,832	68.71%
Imported	9,85,554	10.81%	35,90,800	31.29%

25. **Value of Import on CIF basis :**	2012-2013 Rs.	2011-2012 Rs.
a) Capital Goods	—	26,64,559
b) Trading Goods	10,04,81,178	8,43,34,487
c) Spares	9,85,554	29,88,484
d) Raw Material	81,61,865	1,20,04,046

26. **Earning in Foreign Currency**		
Revenue from Export on F.O.B. basis	1,56,60,974	32,21,549

27. **Expenditure in Foreign Currency**		
Travelling Expenses	7,58,060	1,31,192
Trading Goods	83,84,217	8,43,34,487
Raw Materials	1,20,04,046	1,20,04,046
Spares	—	29,88,484
Advance for Capital Goods	1,34,84,664	26,64,559
Term Loan Repayment	54,63,507	—
28. Dividend remittance to Non-resident shareholders	Nil	Nil

29. There is no undisclosed item of Income and Expenditure which exceeds 1% of the Revenue from operations or Rs. 1,00,000, whichever is higher.

30. Wherever information has been received from the suppliers of their being small scale units, no amount exceeding rupees one lac is due to them for a period exceeding thirty days.

31. **CONTINGENT LIABILITIES NOT PROVIDED FOR**	2012-2013 Rs.	2011-2012 Rs.
Central Excise Duty & Service Tax	4,41,92,475	—
West Bengal & Andhra Pradesh VAT & CST	3,73,87,937	—
Income Tax	1,93,510	—

NOTES TO ACCOUNTS as at and for the year ended 31st March, 2013 (Contd.)

32. **EARNING PER SHARE**

	2012-2013	2011-2012
	Rs.	Rs.
(i) Weighted average number of Equity Shares of Rs. 10 each outstanding during the period	65,46,780	65,46,780
(ii) Profit after Tax attributable to Equity Shareholders (Rs.)	45,55,324	93,54,447
(iii) Basic Earnings per Share (in Rs.) [(ii)/(i)]	0.70	1.43

33. In accordance with Accounting Standards 22 viz. "Accounting for Taxes on Income" issued by The Institute of Chartered Accountants of India, for the current year, in view of investment in the new Unit, viz. Vizag Plant, resulting in an abnormal disproportionate difference in depreciation, the extent of deferred tax liability has not been recognised in these accounts.

34. **Related Party disclosure :**

Information in accordance with the requirement of Accounting Standard 18 on Related Party Disclosures issued by The Institute of Chartered Accountants of India.

a) List of Related Parties :

Superior Tea & Allied Industries Pvt. Ltd.
Gunjan Suppliers Pvt. Ltd.
Varun Tea Plantations Ltd.
Ellenbarrie Cryogenics Ltd.

b) Key Management Personnel :

Shri Shanti Prasad Agarwala	-	Managing Director
Shri Padam Kumar Agarwala	-	Joint Managing Director
Shri Varun Agarwal	-	Director

c) **Transactions with Related Parties :**

Nature of Transaction	Related Party	Key Management Personnel (Rs. in Lakhs)
Managerial Remuneration		56,40,000 (57,60,000)
Outstanding Balances as on 31.03.2013 Receivables	Nil (Nil)	

Figure in brackets relates to corresponding previous year.

35. **Segment Reporting :**

Information in accordance with the requirement of Accounting Standard - 17 on Segment Reporting issued by the Institute of Chartered Accountants of India.

a) The Company has two primary business segments :
(i) Gases and related products
(ii)Sheets

Gases and related products comprise manufacture and sale of Industrial, Medical and Special gases as well as related products.

b) Other represents unallocable items not included in the segments.

c) The Company operates predominantly within the geographical limits of India, and accordingly secondary segment has not been considered.

NOTES TO ACCOUNTS as at and for the year ended 31st March, 2013 (Contd.)

Segment Reporting	Year Ended 31.03.2013 Rs.	Year Ended 31.03.2012 Rs.
REVENUE EXTERNAL (NET OF EXCISE DUTY)		
Gases and related products	63,14,99,558	58,06,63,941
Sheets	10,98,58,543	8,98,32,443
TOTAL	74,13,58,101	67,04,96,384
DEPRECIATION		
Gases and related products	7,52,77,029	7,52,63,719
Sheets	32,652	36,279
TOTAL	7,53,09,681	7,52,99,998
PROFIT BEFORE TAX AND EXTRA ORDINARY ITEMS		
Gases and related products	46,71,634	1,04,78,613
Sheets	9,56,044	12,15,639
TOTAL	56,27,678	1,16,94,252
NET FIXED ASSETS		
Gases and related products	89,44,58,926	92,63,12,980
Sheets	2,93,863	14,85,042
TOTAL	89,47,52,789	92,77,98,022
CURRENT ASSETS		
Gases and related products	51,94,33,641	41,18,88,746
Sheets	1,35,84,521	2,44,11,937
TOTAL	53,30,18,162	43,63,00,683
CURRENT LIABILITIES		
Gases and related products	49,26,94,364	46,27,71,657
Sheets	5,19,68,356	2,83,70,076
TOTAL	54,46,62,720	49,11,41,733
CAPITAL EXPENDITURE		
Gases and related products	4,24,30,314	7,43,44,393
Sheets	—	—
TOTAL	4,24,30,314	7,43,44,393

36. Previous year's figures are re-grouped and re-arranged, wherever necessary.

Signature to Schedules 1 to 36

In terms of my Report of even date annexed herewith

For A. K. Kumar & Co.
Chartered Accountants
(Firm Regn. No. 308013E)
Anjan Kumar
Proprietor
(M. No. 013166)
9/15, Fern Road
Kolkata - 700 019
Dated : 5th day of September, 2013

SHANTI PRASAD AGARWALA
Managing Director

PADAM KUMAR AGARWALA
Joint Managing Director

On behalf of the Board of Directors

VARUN AGARWAL
Executive Director

MANAS KUMAR DUTTA
Director

A. K. BANDYOPADHYAY
Secretary

CASH FLOW STATEMENT for the year ended 31st March, 2013

		Year Ended 31.03.2013 Rs.	Year Ended 31.03.2012 Rs.
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit before Tax	56,27,678	1,16,94,252
	Adjustments For :		
	- Depreciation	7,53,09,681	7,52,99,998
	- Interest Expenses	10,03,85,687	9,26,50,420
	- Interest Income	(69,09,081)	(40,16,991)
	- Sundry Balance w/off	—	(1,32,88,519)
	- Loss / (Profit) on Sale of Fixed Assets	(2,65,779)	(12,86,684)
	- Dividend	(17,045)	(241)
	Operating profit before working capital changes	17,41,31,141	16,10,52,235
	Movements in working capital :		
	- Increase/(decrease) in trade payables	80,39,976	2,02,17,004
	- Increase/(decrease) in short-term borrowings	3,37,95,955	7,39,03,989
	- Increase/(decrease) in other current liabilities	1,02,93,490	1,28,86,822
	- Increase/(decrease) in short term provisions	(5,26,290)	24,79,421
	- (Increase)/decrease in trade receivables	(32,09,460)	1,53,54,010
	- (Increase)/decrease in inventories	(64,20,075)	69,08,592
	- (Increase)/decrease in short-term loans & advances	(6,90,87,927)	(8,88,92,088)
	CASH GENERATED FROM OPERATIONS	14,70,16,810	20,39,09,985
	- Direct Taxes Paid (Net)	(14,02,910)	(92,45,370)
	Net Cash Flow from Operating Activities	14,56,13,900	19,46,64,615
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	- Purchases of Fixed Assets	(2,73,63,618)	(5,46,76,399)
	- Increase in CWIP	(1,50,66,696)	(1,96,67,994)
	- Sale of Fixed Assets	7,63,083	13,26,863
	- Interest Received	69,09,081	40,16,991
	- Sale of Non current Investment	24,60,000	58,80,000
	- Dividend Received	17,045	241
	Net Cash used in Investing Activities	(3,22,81,105)	(6,31,20,298)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	- Proceeds from Long term borrowings	18,04,42,683	1,66,92,869
	- Repayment of Long term borrowings	(17,46,45,650)	(3,30,09,465)
	- Payment of Gratuity & Leave Encashment	—	—
	- Payment of Dividend	—	—
	- Payment of Dividend Distribution Tax	—	—
	- Payment of Interest	(10,03,85,687)	(9,26,50,420)
	Net Cash from / (used) in Financing Activities	(9,45,88,654)	(10,89,67,016)
	Net (Decrease) / Increase in Cash and Cash Equivalents (A+B+C)	1,87,44,141	2,25,77,301
	Opening Cash and Cash Equivalents	5,76,54,062	3,50,76,761
	Closing Cash and Cash Equivalents	7,63,98,203	5,76,54,062
		1,87,44,141	2,25,77,301

VARUN AGARWAL
Executive Director

SHANTI PRASAD AGARWALA
Managing Director

MANAS KUMAR DUTTA
Director

PADAM KUMAR AGARWALA
Joint Managing Director

A. K. BANDYOPADHYAY
Secretary

Dated : 5th day of September, 2013

This is the Cash Flow Statement referred to in my Report of even date.

For A. K. Kumar & Co.
Chartered Accountants
(Firm Regn. No. 308013E)

9/15, Fern Road
Kolkata - 700 019
Dated : 5th day of September, 2013

Anjan Kumar
Proprietor
(M. No. 013166)