

**THIRTY TWO
ANNUAL REPORT
2011 - 12**



ABC GAS (INTERNATIONAL) LTD

ABC GAS (INTERNATIONL) LTD

BOARD OF DIRECTORS

| | |
|--------------------|------------------------|
| S.P.Shorewala | Chairman |
| Satish Shorewala | Whole Time Director |
| Rohit Shorewala | Director |
| C. P. Singhania | Independent Director |
| Dr. Paras Gandhi I | Independent Director |
| A.S.Ganerwal | Non Executive Director |

REGISTERED OFFICE

1 Mahesh Villa, B. G. Kher Road,
Worli, Mumbai - 400 018

BANKER

HDFC Bank Ltd.
State Bank of India
Axis Bank Ltd.

AUDITORS

Bhuwania & Agrawal Associates
Chartered Accountants
503/505 J.S. Seth Road,
Chira Bazar, Mumbai - 400 002.

REGISTRAR & SHARE TRANSFER AGENT

Sharex (India) Private Limited,
Unit 1, Luthra Industries Premises,
Andheri-Kurla Road, Safed Pool,
Andheri (East), Mubmai - 400 072.

NOTICE TO MEMBERS

Notice is hereby given that the Thirty Second Annual General Meeting of the members of **ABC GAS (INTERNATIONAL) LIMITED** will be held on Saturday, the 29th day of September, 2012 at 11.00 a.m. at 1 Mahesh Villa, Worli, Mumbai - 400 018 to transact the following business as:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2012.
2. To appoint a Director in place of Mr. Satish S. Shorewala who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Rohith S. Shorewala, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:**TO AUTHORISE TO MORTGAGE AND/OR CHARGE THE PROPERTIES OF THE COMPANY**

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

"RESOLVED THAT consent of the members of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to mortgaging and/or charging by the Board of Directors of the Company, by way of first/second charge of all the immovable and movable properties of the Company in favour of the Bankers, Financial Institutions, State Financial Institutions, or other lenders, to secure the credit facilities not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores only) for credit facilities sanctioned / to be sanctioned by bankers, institutions etc from time to time to the Company together with interest, further interest, liquidated damages, costs, charges, expenses and all other monies payable by the Company to bankers, institutions etc by the Company in respect of the said limit.

FURTHER RESOLVED THAT Board of Directors be and is hereby authorised to finalise the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution."

TO BORROW MONEY IN EXCESS OF THE AGGREGATE OF THE PAID UP CAPITAL OF THE COMPANY AND FREE RESERVES

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

"RESOLVED THAT consent of the members of the Company be and is hereby accorded to the Board of Directors under Section 293(1)(d) of the Companies Act, 1956 to borrow any sum or sums of money from time to time notwithstanding that the money or moneys to be borrowed, together with the money already borrowed by the Company's bankers, institutions or any other lenders in the ordinary course of business may exceed the aggregate of the paid up capital of the Company and its free reserves not set apart for any specific purposes, provided however, the total amount so borrowed shall not exceed Rs. 10,00,00,000/- (Rupees Ten Crores only).

FURTHER RESOLVED THAT Board of Directors be and is hereby authorised to finalise the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution."

By order of the Board
For ABC Gas (International) Ltd.

S.P. Shorewala
Chariman

Mumbai: 01.09.2012

Registered Office:

1 Mahesh Villa, Worli, Mumbai - 400 018

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. PROXY FORM IS ENCLOSED HEREWITH. PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The register of members and the share transfer books of the company will remain closed from Tuesday, 25th September, 2012 to Saturday, 29th, 2012 (both days inclusive).
3. The Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956, setting out material facts in respect of the business under Item No. 5 & Item No. 6 is annexed hereto.
4. Members are requested to intimate change in their address.
5. The shareholders are requested to send their request for demat of shares to our Registrar and Share Transfer Agent M/s. Sharex (India) Private Limited, Unit No. 1, Luthra Ind. Premises, 1st Floor, 44 E, M Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri East, Mumbai - 400072 or to the company's registered office to our investors' relations department.
6. Shareholders holding shares in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant share certificates to the company's registrar and transfer agents, M/s Sharex (India) Private Limited.
7. Members are requested to bring copies of annual report to the annual general meeting.
8. The member / proxies should bring the attendance slip duly filed in and signed for attending the meeting.
9. Members are requested to quote ledger folio number in their correspondence.
10. Shareholders desiring any information as regards to the Accounts are requested to write to the Company at least Seven days in advance of the Annual General Meeting so that the information, to the extent practicable, can be made available at the Annual General Meeting.
11. At the ensuing Annual General Meeting Mr. Satish S. Shorewala and Rohith S. Shorewala, retire by rotation and being eligible offer themselves for re-appointment, the brief resume of directors are as under:
- 12.

| Name | Mr. Satish S Shorewala | Mr. Rohith S Shorewala |
|---|---|--|
| Age | 56 | 31 |
| Qualification | BA | BCom, MBA |
| Expertise in Specific Area | | |
| Date of First Appointment on the Board of the Company | 17/01/1980 | 30/09/2009 |
| Name(s) of the other companies in which Directorship held and Committee | ABC Tube Industries Ltd. Delta Pipe Fittings Pvt. Ltd. | ABC Tube Industries Ltd. Sincere Distributors Private Limited. Delta Pipe Fittings Pvt. Ltd. |

13. **Green Initiative in Corporate Governance:** The Government Of India, Ministry Of Corporate Affairs (MCA) vide its circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 has taken a "Green Initiative" and has allowed companies to make service of documents including Annual Report, Audited Financial Statements, Directors' Report, Auditors' Report, etc. to the members through the electronic mode, to the registered email addresses of the members. This is a golden opportunity to contribute to our Nation at large. All you have to do is to register your e-mail address with the company to receive communication through the electronic mode.

ANNEXURE TO THE NOTICE:

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

Item No. 5 & 6 - Authority to the Board to borrow in excess of paid up capital and free reserves and to authorize to mortgage and/or charge the properties of the Company

To meet the future needs of the constantly expanding business of the Company and its capacity to utilize the funds effectively and efficiently, it is considered desirable that the Board of Directors should be authorised to borrow from time to time all sum of moneys for the purpose of business of the Company, notwithstanding the money to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Companies bankers in the ordinary course of business) will 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, upto a limit of Rs. 10 Crores (Rupees Ten Crores only).

Further the Board of Directors should also be authorized to secure the borrowing by creation of mortgages and/or charges on the assets of the Company and/or by issuing Convertible or Non-Convertible Debentures whether to Public or specified individuals, banks, financial institutions, state financial institutions, Mutual Funds or other lenders of such nominal value and on such terms and conditions as to the duration and the manner of redemption or conversion of debentures, the interest payable and as to the security, as may be decided by the Board of Directors of the Company in the best interests of the company.

In terms of Section 293(1)(a) & (d) of the Companies Act, 1956, these require the approval of the members in the General Meeting of the Company. The resolution is proposed for the approval of the members as an ordinary resolution. Hence, your Board recommends passing the above said resolution.

None of the Directors are interested in the above resolution.

By order of the Board
For ABC Gas (International) Ltd.
S.P. Shorewala
CHAIRMAN

Mumbai: 01.09.2012

Registered Office:

1 Mahesh Villa,
Worli, Mumbai - 400 018

REPORT OF THE BOARD OF DIRECTORS

To,

The Members

Your Directors have pleasure in presenting the Thirty Second Annual Report of your company together with the Audited Statements of Accounts for the year ended 31st March, 2012.

FINANCIAL RESULTS

| Particulars | (Rs. In Lacs) 31.03.2012 | (Rs. In Lacs) 31.03.2011 |
|--|-----------------------------|-----------------------------|
| Income | 6922.16 | 2403.56 |
| Expenditure | 6893.45 | 2384.72 |
| Profit /(Loss) for the year before Tax | 28.71 | 18.77 |
| Less : Provision for Income Tax | 7.35 | 4.68 |
| Profit(loss) brought forward | (35.14) | (49.77) |
| Transfer to Balance Sheet | (13.25) | (35.15) |

DIVIDEND

In view of inadequate profits, your Directors are unable to declare any dividend for the year ended 31st March 2012.

OPERATIONS & CURRENT YEAR PROSPECTS

During the year your company undertook installation of Reticulated Gas System at various sites. Having gained in experience for providing MEP services, your company is now bidding for various projects in plumbing, firefighting, Electrical & HUAC. Your Company is also exploring the possibility of manufacturing various gas related products & have had discussions with several European companies for possible Joint Ventures.

FIXED DEPOSITS

The company has not taken any fixed deposits within the meaning of Section 58A of the Act from public during the year.

PREFERENTIAL ALLOTMENT

The Company in the Annual General Meeting held on 30.11.2012 has approved the issue of 30,20,000 convertible warrants under Section 81(1A). However due to adverse marketing condition and slow down of global market, the board decided to withdraw the proposed issue of warrants.

DIRECTORS

In accordance with the provision of the Companies Act, 1956 Mr. Satish S. Shorewala and Mr. Rohith S. Shorewala , Directors, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

AUDITORS & AUDITORS REMARKS

The Auditors M/s. Bhuwania & Agrawal Associates, Chartered Accountants, Mumbai 400 002 hold the office until the conclusion of ensuing Annual General Meeting. Your company has received the consent of auditors to be re-appointed as the auditor of the company, if made.

Remarks of the Auditor in the Auditor report are self explanatory in nature and need no further clarification.

SECRETARIAL AUDIT REPORT

Compliance Certificate required u/s 383A of the Companies Act, 1956 has been obtained from M/s Anish Gupta & Associates, Practicing Company Secretary & is forming part of the Balance Sheet.

CUSTODIAN AND SHARE TRANSFER AGENT

Pursuant to the notification of the SEBI and stock exchange, the company has appointed M/s Sharex (India) Private Limited, 17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai - 400 001, as its custodian for dematerialization of shares and transfer of shares.

MANAGEMENT DISCUSSION AND ANALYSIS

As required by clause 49 of the Listing Agreement with the Stock Exchange, a Management Discussion and Analysis Report are appended.

CORPORATE GOVERNANCE

A separate report on the Corporate Governance and Management Discussion & Analysis is attached as a part of the Annual Report. The Auditors' Certificate regarding compliance of the conditions of Corporate Governance is also annexed.

STATUTORY INFORMATION**Particulars of Employees**

The relations remain cordial throughout the year between employees and the management. The information as required by provisions of section 217(2A) of the Companies Act, 1956 read with the companies (Particular of employees) amendments rules, 1988 is NIL.

Particulars under Section 217 (1) (e) of the Companies Act, 1956

A Statement pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988 forms part of this report, as Annexure.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, your Directors subscribe to the 'Directors Responsibility Statement' and confirm that:-

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company, at the end of the financial year and of the profit or loss of the company, for that period.
- iii) The Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

The Board of Directors wishes to express their deep sense of appreciation and gratitude to all Employees, Bankers and Clients for their assistance, support and co-operation extended by them. In the end, the Directors, wish to sincerely thank all shareholders for their continued support.

By order of the Board
For ABC Gas (International) LTD
S.P. SHOREWALA
Chairman

Place: - Mumbai,
Date: - 01.09.2012

ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217 (1) (e) of the Companies Act 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988.

A. CONSERVATION OF ENERGY

The capacity of the plant utilized partially, so there was no need to use Generator.

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY.

| Sr. No. | Particulars | 31.03.2012 | 31.03.2011 |
|---------|---------------------------------|------------|------------|
| 1 | Electricity | | |
| | a. Purchased Units | NIL | NIL |
| | Total Amount in Rs. | NIL | NIL |
| | Average Rate | NIL | NIL |
| | b. Own Generation | NIL | NIL |
| | Unit per litre of Diesel | NIL | NIL |
| | Cost per unit | NIL | NIL |
| 2 | Coal Specify quality where used | NIL | NIL |
| | Quantity (Tonnes) | NIL | NIL |
| | Total Cost | NIL | NIL |
| | Average Cost | NIL | NIL |
| 3 | Furnance oil | NIL | NIL |
| | Quantity (Lits) | NIL | NIL |
| | Total Amount | NIL | NIL |
| | Average Rate | NIL | NIL |

B. TECHNOLOGY ABSORPTION

Indigenous technology is used. Continuous efforts are being made to improve the quality.

C. FOREIGN EXCHANGE EARNING AND OUTGO:

Total Foreign Exchange Used: Rs.0.58 Lacs

Total Foreign Exchange Earned: NIL

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2012.

INDUSTRY STRUCTURE DEVELOPMENT

The Company is operating in Copper. It continues to build strong relationships with key customers.

PERFORMANCE

The Company is doing trading business in Copper & Copper Alloys Products. Company is looking for trying to explore the manufacturing activities for production of copper items.

SEGMENT-WISE PERFORMANCE

The Company is into trading of various copper items.

OPPORTUNITIES AND THREATS

The fundamental growth drivers of the country's economy as well as Copper industry continue to remain strong despite the pressures of slowdown and inflationary conditions prevalent till recently in the nation and also globally. The Copper Industry in the country is continuously attracting investments from domestic and foreign investors. The Indian economy is expected to grow between 7% to 8 % during this fiscal.

The threats to the segments in which the company operates are volatility in Exchange rate & Metal Prices.

STRENGTH

The existing management has a strong technical knowledge and experience in the metal industry. Mr. S P Shorewala, Chairman, Shri Satish Shorewala, Managing Director and Mr. Rohit Shorewala, Director are having vast knowledge and expertise in handling the business of the Company. Mr. Chandrakant Singhania, Dr. Paras Gandhi and Mr. Arun Ganerwal are independent and non executive directors are having vast experience and expertise in Business.

RISKS AND CONCERNS

Your company is concerned about the wide Fluctuations in Copper prices globally and locally and increase in foreign exchange value.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. The management is ensuring an effective internal control system to safeguard the assets of the company. Efforts for continued improvement of internal control system are being consistently made in this regard.

HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

For And On Behalf Of Board Of Directors

S.P.Shorewala
Chairman

date : 01.09.2012
Place : Mumbai

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance:

The Company's philosophy is to aim at the highest levels of quality management through transparency and commitment to all the stakeholders viz. its shareholders, employees, Government, lenders (Banks/Financial Institutions) and the promoters.

Board of Directors:

The Board of Directors provides the strategic direction and thrust to the operations of the Company. The Board has an Executive Chairman, 2 (Two) other Executive Directors, one non executive and two independent Directors.

Board procedures:

The Managing Director prepares the agenda in consultation with the Board of Directors and the Chairman of the various committees. The agenda for the meetings of the Board and its Committees, together with the appropriate supporting documents, are circulated well in advance of the meetings. The meetings are held at the Registered Office of the Company.

Attendance at Board Meeting:

During the year under review, the Board of Directors met 6 (Six) times on 30th April, 2011, 10th August, 2011, 22nd August, 2011, 28th September, 2011, 22nd October, 2011 and 13th February, 2012.

The attendance record of the Directors at each Board meeting, and the last Annual General Meeting held on 30th November, 2011 is given below:

| Name of Director | Type of Director | Board Meeting Attended | AGM Attended | No. of Committee Memberships held (excluding Private Cos.) | No. of outside Directorships Held (excl. Private Cos.) |
|------------------------------|------------------------------------|------------------------|--------------|--|--|
| Mr. Shyamal Prasad Shorewala | Chairman | 6 | Yes | No | 1 |
| Mr. Satish Shorewala | Managing Director | 6 | Yes | No | 1 |
| Mr. Rohith Shorewala | Director | 6 | Yes | No | 1 |
| Mr. Chandraprakash Singhania | Non Executive Independent Director | 6 | Yes | No | - |
| Mr. Paras Gandhi | Non Executive Independent Director | 6 | Yes | No | - |
| Mr. Arun S Ganeriwal | Non Executive Director | 6 | Yes | No | - |

Brief Resume of Directors seeking re-appointment:

A brief resume of Directors seeking re-appointment at the 32nd Annual General Meeting is given in notes to the Annual Report.

Audit Committee:

The Audit Committee consists of 3 Directors viz.

| Sl. No. | Name | Category of Membership |
|---------|------------------------------|------------------------|
| 1. | Mr. Chandraprakash Singhania | Chairman |
| 2. | Mr. Satish Shorewala | Member |
| 3. | Mr. Paras Gandhi | Member |

The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Agreement with the stock exchanges.

During the year under review, the Audit Committee met 5 (Five) times on 30th April, 2011, 10th August, 2011, 22nd October, 2011, 30th November, 2011 and 13th February, 2012.

The Attendance of Directors at the Audit Committee Meetings held during the year ended 31st March 2012 is given below:

| Sl. No. | Name | Meetings Held | Meetings Attended |
|---------|-------------------------------|---------------|-------------------|
| 1. | Mr. Chandraprakash Singhanian | 5 | 5 |
| 2. | Mr. Satish Shorewala | 5 | 5 |
| 3. | Mr. Paras Gandhi | 5 | 5 |

Shareholders/Investors Grievance and Share Transfer Committee consist of 3 Directors viz.

| Sl. No. | Name | Category of Membership |
|---------|-------------------------------|------------------------|
| 1. | Mr. Chandraprakash Singhanian | Chairman |
| 2. | Mr. Satish Shorewala | Member |
| 3. | Mr. Paras Gandhi | Member |

The Committee oversees the performance of share transfer and recommends measures to improve the shareholders/investors service. The committee meets from time to time and approves the transfer and transmission of shares, deletion of names, issue of duplicate share certificates etc. The Committee facilitates prompt and effective redressal of investor's complaints and the reporting of the same to the Board of Directors. Mr. Satish Shorewala is the Compliance officer.

Remuneration Committee:

The Remuneration Committee comprise of three Directors viz:

| Sl. No. | Name | Category of Membership |
|---------|-------------------------------|------------------------|
| 1. | Mr. Chandraprakash Singhanian | Chairman |
| 2. | Mr. Satish Shorewala | Member |
| 3. | Mr. Paras Gandhi | Member |

The terms of reference of the Remuneration Committee are as per the guidelines set out in the Listing Agreement with the stock exchanges that include determination of the Company's policy on specific remuneration packages for Directors.

The Non-executive Directors are not paid commission nor the sitting fees for attending meetings of the Board or Committee thereof. All directors would sitting fees.

No Remuneration Committee Meeting held during the year ended 31st March 2012.

General Body Meetings:

(i) The particulars of Annual General Meetings held during the last three years are as under:

| Year | Date and Time | Venue |
|------|-----------------------------------|---|
| 2011 | 30th November, 2011 - 10.00 a.m. | Registered Office : 1, Mahesh Villa, Worli, Mumbai - 400018 |
| 2010 | 30th September, 2010 - 10.00 a.m. | Registered Office : 1, Mahesh Villa, Worli, Mumbai - 400018 |
| 2009 | 30th September, 2009 - 10.30 a.m. | Registered Office: 1, Mahesh Villa, Worli, Mumbai - 400018. |

(ii) The particulars of Extra-Ordinary General Meetings held during the last three years are as under:

| Year | Date and Time | Resolution Passed |
|------|---------------|-------------------|
| 2011 | -- N.A.-- | -- N.A.-- |
| 2010 | -- N.A.-- | -- N.A.-- |
| 2009 | --N.A.-- | --N.A.-- |

(iii) Special Resolution passed in the previous three Annual General Meeting

| Year | Date and Time | Special Resolution Passed |
|------|---------------|---|
| 2011 | 30.11.2011 | 1. Alteration of Articles of Association to increase Authorized Share Capital from Two Crores Fifty Lakhs to Five Crores. 2. Preferential allotment of 30,20,000 convertible warrants under Section 81(1A) |
| 2010 | 30.09.2010 | -- N.A.-- |
| 2009 | 30.09.2009 | -- N.A.-- |

(iv) Postal Ballot

The Company has no proposal to pass any special resolution by way of postal ballot.

Disclosures:

- a. Related Party Transactions: Disclosure on transaction(s) with related party as required under Accounting Standard 18 has been incorporated in the Notes to the Accounts.
- b. There have been no instances of non-compliance with Stock Exchange (except those related to furnishing of quarterly results and related communication) or SEBI regulations, nor any cases of penalties or strictures imposed by any Stock Exchange or SEBI or any statutory authority for any violation related to Capital Markets during the last three years.
- c. The Company has complied with the requirements of the Listing Agreement with the Stock Exchanges as well as with the Regulations of the Securities and Exchange Board of India, subject to note (b) above.
- d. Our risk management procedures ensure that the management control risks through means of a properly defined framework.
- e. Our whistle blower policy encourages disclosure in good faith of any wrongful conduct on a matter of general concern and protects the whistle blower from any adverse personnel action. The Company's personnel have not been denied access to the Audit Committee.

Means of Communication:

The Quarterly Financial Results have been published in English and vernacular newspapers.

Management discussion and Analysis Report:

The Management Discussion and Analysis (MDA) giving an overview of the Company's business and its financial etc. is provided separately as part of this Annual Report.

Code of Conduct:

The code of Conduct for all the members of the Board and senior management of the Company has been prepared.

Shareholders' Information:

1. **Annual General Meeting** Date: 29th September, 2012
Time: 11.00 a.m.
Venue: 1, Mahesh Villa, Worli, Mumbai - 400018.
2. **Book Closure Date** 25th September, 2012 to
29th September, 2012
3. **Financial Calendar** April, 2011 to March, 2012

| | |
|--|-----------------------------------|
| Results for the quarter ending June 30, 2012 | By 15th July, 2012 (tentative) |
| Results for the quarter ending September 30, 2012 | By 15th October, 2011 (tentative) |
| Results for the quarter ending December 31, 2012 | By 15th January, 2013 (tentative) |
| Results for the quarter ending 31st March, 2013 | By 15th April, 2013 (tentative) |
| Annual General Meeting for financial year 31st March, 2013 | On or before 30th September, 2013 |

4. Listing of Shares on Stock Exchanges

The Equity Shares of the Company is listed on the Bombay Stock Exchange.

Stock Code: 513119

The ISIN No. of the Company is "INE173M01012"

5. Status of Listing Fees

The Company has paid Listing Fees for the year 2012-13 to the Bombay Stock Exchange Limited.

6. Stock Price Data on Bombay Stock Exchange

| Month | High (In Rs.) | Low (In Rs.) |
|------------|---------------|--------------|
| April 2011 | - | - |
| May 2011 | - | - |
| June 2011 | - | - |
| July 2011 | - | - |
| Aug. 2011 | 6.34 | 6.34 |
| Sept. 2011 | - | - |
| Oct. 2011 | - | - |
| Nov. 2011 | 6.65 | 6.65 |
| Dec. 2011 | 6.98 | 6.98 |
| Jan. 2012 | - | - |
| Feb. 2012 | - | - |
| Mar. 2012 | - | - |

7. Registrar and Share Transfer Agents

M/S Sharex India Pvt. Ltd.,

Unit No. 1, Luthra Ind. Premises, 1st Floor, 44 E,

M Vasanti Marg, Andheri Kurla Road, Safed Pool,

Andheri East, Mumbai - 400072

Phone No. 022-28515606/28515644

Email ID: sharexindia@vsnl.com.

8. Shareholding Pattern as on 31.03.2012

| Category | No. of Shares | Percentage |
|---|----------------|------------|
| Promoters and Persons acting in concert | 535700 | 27.06 |
| Mutual Funds | - | - |
| Financial Institutions/Banks | - | - |
| Foreign Institutional Investors | - | - |
| Private Corporate Bodies | 155600 | 7.86 |
| Public | 1096640 | 55.38 |
| Clearing Members | - | - |
| Others | 192060 | 9.70 |
| Total | 1980000 | 100 |

9. Distribution Schedule As On 31.03.2012

| Holding of nominal value of Shares | No. of Shareholders | % of Shareholders | No. of Shares | % of Shares |
|------------------------------------|---------------------|-------------------|----------------|---------------|
| Upto 100 | 2981 | 57.48 | 296178 | 14.96 |
| 101 to 200 | 1082 | 20.86 | 215295 | 10.87 |
| 201 to 500 | 809 | 15.60 | 298277 | 15.06 |
| 501 to 1000 | 213 | 4.11 | 175050 | 8.84 |
| 1001 to 5000 | 80 | 1.54 | 171600 | 8.67 |
| 5001 to 10000 | 5 | .10 | 38600 | 1.95 |
| 10001 to 100000 | 14 | .27 | 565500 | 28.56 |
| 100001 & above | 2 | .04 | 219500 | 11.09 |
| Total | 5186 | 100.00 | 1980000 | 100.00 |

10. Percentage of Shares held in physical & dematerialized form:

Over 27.97% of the outstanding shares have been dematerialized upto 31.03.2012.

11. Address for Correspondence:

1, Mahesh Villa, Worli, Mumbai - 400018

Email: pipegas@gmail.com

DECLARATION - CODE OF CONDUCT

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management personnel have confirmed compliance with the code of conduct for the financial year ended 31st March 2012.

For And On Behalf Of Board of Directors

Date : 01.09.2012

Place : Mumbai

Executive Director

To

The Board of Directors

ABC Gas (International) Limited

Mumbai

Certification of Financial Results for the period ended 31st March, 2012.

We have reviewed the financial statements and cash flow statement for the said period and that to the best of our knowledge and belief:

- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's and are in compliance with existing accounting standards, applicable laws & regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls and we have evaluated

the effectiveness of the internal control systems of the company and we have disclosed to the auditors, and to 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.

There are no:

- (i) significant changes in internal control during the period.
- (ii) significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
- (iii) 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.

We have fully complied with Accounting manual of the Company and reviewed very carefully the checklists prepared by the Company.

For and on Behalf of Board of Directors

Sd/-

Date : 01 September, 2012

Place : Mumbai

S.P.SHOREWALA

Chairman

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members

ABC Gas (International) Limited

Mumbai

We have examined the compliance of conditions of Corporate Governance by ABC GAS (INTERNATIONAL) LIMITED for the year ended 31st March 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, and the representation made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above-mentioned Listing Agreement except in certain cases delay in filing quarterly reports with the Stock Exchange.

We further state that such compliance certificate 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.

Anish Gupta & Associates
Company Secretaries

Anish Gupta
Proprietor
CP No. 4092

Place : Mumbai

Date : 01 September, 2012

AUDITORS' REPORT

TO
THE MEMBERS OF
ABC GAS (INTERNATIONAL) LTD

1. We have audited the attached Balance Sheet of ABC Gas (International) Ltd ("the Company"), previously known as Brassco Extrusions Ltd, as at 31st March 2012, and the related Profit and Loss Account and Cash Flow Statement of the Company for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we 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 presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (CARO), and as amended by the Companies (Auditors Report) (Amendment) Order, 2004 (together the "Order"), issued by the Central Government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956, we give in the Annexure hereto a statement on the matters specified in paragraphs 4 & 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the attached Balance Sheet, Profit and Loss Account dealt with by this report are in compliance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 to the extent applicable except non provision of long term defined employee benefits as referred in point no. 23 of notes on account.
 - e) On the basis of written representations received from the directors, as on 31st March 2012 and taken on record by Board of Directors, none of the Directors are disqualified as on 31st March 2012 from being appointed as Directors in term of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - f) In our opinion and to the best of our information and according to the explanation given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true & fair view in conformity with the accounting principle generally accepted in India:
 - i. in the case of Balance Sheet of the state of affairs of the Company as at 31st March 2012;
 - ii. in the case of the Profit and Loss Account of the Profits for the year ended on that date and
 - iii. in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For Bhuwania & Agrawal Associates
Chartered Accountants
Abhishek Jain
Partner
Membership No.509839

Registration No.101483W

Place : Mumbai
Date : 01.09.2012

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 3 of our report of even date to the members of **ABC Gas (International) Ltd** on the accounts for the year ended 31st March, 2012)

i. In respect of the Fixed Assets,

- a) The company has maintained proper records showing full particulars, including quantitative details and situations of fixed assets.
- b) As per the information and explanations given to us, physical verification of fixed assets has been carried out by the Company and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable, having regard to the size of the Company and nature of its business.
- c) No substantial part of fixed assets has been disposed off during the year under review, which could affect the going concern status of the company.

ii. In respect of the inventories :

- a) As per the information furnished, the inventories have been physically verified during the year by the management. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- c) The company has maintained proper records of inventory. In our opinion, discrepancies noticed on physical verification of stocks were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.

iii. In respect of loans granted, secured or unsecured, to the companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956, we report, as per the information and explanations provided to us, that the Company has granted interest free unsecured loans, details of which have been provided as under

(Amt. in Rs. Lac)

| No. of Accounts | Amount of Loan Given | Maximum Outstanding | Cl. Balance |
|-----------------|----------------------|---------------------|-------------|
| 2 | 159.76 | 215.21 | 151.78 |

In our opinion, and according to the information and explanations given to us, other terms and conditions of above loan given is prima facie not prejudicial to the interest of the company. In absence of any stipulated term for receipt of principal amount we are unable to comment whether the principal amount is due for receipt. Similarly we are unable to comment on whether there has been any overdue amount of Rs. 1 Lac.

In respect of loans taken, secured or unsecured, from the companies, firms or other parties covered in Register maintained under Section 301 of Companies Act, 1956, we report that there are six such interest free unsecured loans taken, details of which is as under

(Amt. in Rs. Lac)

| No. of Accounts | Amount of Loan Taken | Maximum Outstanding | Cl. Balance |
|-----------------|----------------------|---------------------|-------------|
| 5 | 43.00 | 46.44 | — |

In our opinion, and according to the information and explanations given to us, other terms and conditions of above loan taken is prima facie not prejudicial to the interest of the company. In absence of any stipulated term for repayment of principal amount we are unable to comment on whether the principal amount is due for repayment.

- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not come across any continuing failure to correct major weaknesses in internal control system.
- v
 - a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we report that the transactions that need to be entered into a register in pursuance of section 301 of the Act, have been so entered.
 - b) In our opinion and according to the information and explanations give to us, the transactions made in pursuance of contracts or arrangements entered in the Register maintained under Section 301 and exceeding the value of five lacs rupees in respect of any party during the year, have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi. According to the information and explanations given to us, the Company has not accepted any deposits during the year from the public, within the meaning of the provisions of Sections 58A and 58AA of the Companies Act, 1956 and rules made there under. Therefore, the provisions of clause (vi) of paragraph 4 of the said Order are not applicable to the Company.
- vii. In our opinion, the Company has an internal audit system commensurate with the size of the Company and the nature of its business.
- viii. The Central Government has prescribed maintenance of the cost records under section 209(1)(d) of the Companies Act, 1956 in respect of manufacturing/ extrusion activity of the company. However there has been no manufacturing activity during the year and therefore such Order for the maintenance of books of accounts and is not applicable during the year under review.
- ix.
 - a) According to the information and explanations given to us and the records examined by us, the company has been regular in depositing with appropriate authorities undisputed statutory dues including Income Tax, Provident Fund, Sales Tax and any other statutory dues wherever applicable. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at 31st March, 2012 for a period of more than six months from the date they became payable. except PF and ESIC which is not deducted and deposited during the year.
 - b) According to the records of the Company, and information and explanations given to us there are no dues of Income tax / Sales Tax/ Wealth Tax/ Service Tax/ Custom Duty/ Excise Duty/Cess which has not been deposited on account of disputes.
- x. The Company has accumulated losses which is less than fifty per cent of its net worth. The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xi. As per the information and explanations given to us and based on our audit, the Company has not defaulted in repayment of dues to financial institution or bank
- xii. Based on our examination of the records and the information given to us, the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of clause (xii) of paragraph 4 of the said Order are not applicable to the Company.
- xiii. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause (xiii) of paragraph 4 of the said Order are not applicable to the Company.
- xiv. Based on our examination of the records and the information given to us, the Company has not dealt or traded in shares, securities, debentures and other investments. Therefore, the provisions of clause (xiv) of paragraph 4 of the said Order are not applicable to the Company.
- xv. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

- xvi. The company has not taken any term loans during the year. Therefore, the provisions of clause (xvi) of paragraph 4 of the said Order are not applicable to the Company.
- xvii. In our opinion and according to information and explanations made available to us, no short term funds have been utilized for long term purposes during the year.
- xviii. During the year, the Company has not made any preferential allotment of shares to the parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- xix. The Company has not issued any debentures. Therefore, the provisions of clause (xix) of paragraph 4 of the said Order are not applicable to the Company.
- xx. The Company has not raised any money by public issues during the year covered by our report. Therefore, the provisions of clause (xx) of paragraph 4 of the said Order are not applicable to the Company.
- xxi. Based on our audit procedures performed for the purpose of reporting the true and fair view of financial statements and as per the information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For Bhuwania & Agrawal Associates
Chartered Accountants
Abhishek Jain
Partner
Membership No. 509839

Registration No.101483W

Place : Mumbai

Date : 01.09.2012

BALANCE SHEET AS ON 31ST MARCH 2012

| PARTICULARS | Note No. | Amount in Rs. | |
|---|----------|--------------------------|--------------------------|
| | | AS AT 31st MARCH 2012 | AS AT 31st MARCH 2011 |
| I. EQUITY AND LIABILITIES | | | |
| (1) Share Holders' Fund | | | |
| (a) Share Capital | 2 | 19,800,000 | 19,800,000 |
| (b) Reserve & Surplus | 3 | (199,053) | (2,317,370) |
| Total Of Share Holder's Funds | | 19,600,947 | 17,482,630 |
| (2) Share Application Money Pending Allotment | - | - | - |
| (2) Non Current Liabilities | | | |
| (a) Long Term Borrowing | - | - | - |
| (a) Deferred Tax Liability (Net) | 4 | 328,879 | 381,554 |
| (c) Other Long Term Liabilities | - | - | - |
| (d) Long Term Provision | - | - | - |
| Total Of Non Current Liabilities | | 328,879 | 381,554 |
| (3) Current Liabilities | | | |
| (a) Short Term Borrowings | 5 | - | 344,079 |
| (b) Trade Payables | 6 | 193,848,408 | 111,627,084 |
| (c) Other Current Liabilities | 7 | 4,692,713 | 7,591,459 |
| (d) Short Term Provisions | 8 | 735,000 | 468,305 |
| Total Of Current Liabilities | | 199,276,121 | 120,030,927 |
| TOTAL OF EQUITY AND LIABILITIES | | 219,205,947 | 137,895,111 |
| II. ASSETS | | | |
| (1) Non Current Assets | | | |
| (a) Fixed Assets | | | |
| (i) Tangible Assets | 9 | 1,761,646 | 1,851,415 |
| Total Fixed Assets | | 1,761,646 | 1,851,415 |
| (b) Non-Current Investment | 10 | 5,675,440 | 5,675,440 |
| (c) Long Term Loans & Advances | 11 | 121,800 | 126,800 |
| Total Other Non Current Assets | | 5,797,240 | 5,802,240 |
| Total Of Non Current Assets | | 7,558,886 | 7,653,655 |
| (2) Current Assets | | | |
| (a) Inventories | 12 | 17,852,477 | 17,111,401 |
| (b) Trade Receivables | 13 | 149,720,398 | 96,553,299 |
| (c) Cash & Cash Equivalents | 14 | 3,688,620 | 1,640,145 |
| (d) Short Term Loan & Advances | 15 | 40,385,566 | 14,936,611 |
| Total Of Current Assets | | 211,647,061 | 130,241,456 |
| TOTAL OF ASSETS | | 219,205,947 | 137,895,111 |

Notes To Accounts Including Significant Accounting Policy 1-30

As Per Our Report Of Even Date Attached For and on behalf of the Board of Directors

For Bhuwania & Agarwal Associates

Chartered Accountants

S.P. Shorewala
(Director)S.Shorewala
(Managing Director)

Abhishek Jain

Partner

Paras Gandhi
(Director)

Membership No.509839

Place : Mumbai

Date : 01.09.2012

PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH 2

Amount In Rs.

| PARTICULARS | Note No. | FOR THE YEAR ENDED | FOR THE YEAR ENDED |
|---|----------|--------------------|--------------------|
| | | 31st MARCH 2012 | 31st MARCH 2011 |
| REVENUE | | | |
| Revenue From Operations | 16 | 689,607,971 | 237,502,780 |
| Other Income | 17 | 2,608,028 | 2,853,487 |
| Total Revenue | | 692,215,999 | 240,356,267 |
| EXPENSES | | | |
| Cost of Raw Materials Consumed | 18 | - | 849,107 |
| Purchase Of Stock In Trade | | 681,257,777 | 234,646,781 |
| "Decrease/(Increase) In Stock Of Finished "Goods And Stock In Process" | 19 | (741,076) | (3,284,912) |
| Employees Benefits Expenses | 20 | 287,346 | 1,336,887 |
| Finance Costs | 21 | 6,616,036 | 1,324,397 |
| Depreciation & Amortization Expenses | 9 | 73,777 | 72,935 |
| Other Expenses | 22 | 1,851,139 | 3,526,754 |
| Total Expenses | | 689,344,999 | 238,471,949 |
| Profit Before Exceptional And Extraordinary Items & Taxes | | 2,871,000 | 1,884,318 |
| Exceptional Items | | - | - |
| Profit Before Extraordinary Items & Taxes | | 2,871,000 | 1,884,318 |
| Extraordinary Items | | - | - |
| Prior Period Adjustment | | - | 7,135 |
| Profit Before Tax | | 2,871,000 | 1,877,183 |
| Tax Expenses | | | |
| Current Tax | | 735,000 | 468,305 |
| Short(excess) Provision Of Tax in Earlier Year | | (761) | 1,106 |
| Deferred Tax | | (52,674) | (54,275) |
| Profit For The Period | | 2,189,435 | 1,462,047 |
| Earning Per Share | | | |
| Basic & Diluted | | 1.11 | 0.74 |

Notes To Accounts including Significant Accounting Policy 1-30

As Per Our Report Of Even Date Attached For and on behalf of the Board of Directors

For Bhuvania & Agarwal Associates

Chartered Accountants

S.P. Shorewala
(Director)

S.Shorewala

(Managing Director)

Abhishek Jain

Partner

Membership No.509839

Paras Gandhi
(Director)

Place : Mumbai

Date : 01.09.2012

NOTES FORMING PART OF ACCOUNTS**1 Significant accounting policy****i) Basis of preparation of financial statement:**

The accounts have been prepared on the basis of historical cost convention, in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956 as adopted consistently by the company

ii) Method of accounting:

Method of accounting of accounting employed by the company is on accrual basis except in case of gratuity which is accounted on cash basis.

iii) Use of estimates:

The preparation of financial statements in conformity with the generally accepted accounting principles which requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which the results are known or materialized.

iv) Fixed assets and depreciation:

Fixed assets are stated at cost of acquisition less accumulated depreciation. Depreciation is provided on Straight Line Method at the rates specified under Schedule XIV to the Companies Act, 1956. Depreciation on additions and deletions are provided on prorata basis.

v) Inventories:

Inventories are valued at cost or realizable value whichever is lower. Projects under work in progress are carried at cost, comprising direct cost, and related incidental expenses.

vi) Investments:

Long term investments are stated at cost unless there is any permanent diminution in the value of investments. Short term investment at cost/ market value whichever is less.

vii) Revenue Recognition:

Sales are recorded exclusive of Excise duty & Sales Tax and is recognized when the risks and rewards of the ownership is transferred and there exists no uncertainty. Rent Income is booked on the accrual basis as per the agreement with the lessee.

viii) Taxes On Income:

Current Tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Deferred tax is recognized for all timing differences, subject to the consideration of prudence, applying the tax rates that have been substantively enacted by the Balance Sheet date.

viii) Provisions, Contingent liability and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is payable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

ix) Gratuity:

The company follows a policy of accounting for gratuity as and when it is paid and doesn't get the actuarial valuation done.

Notes To Accounts including Significant Accounting Policy 1-30

As Per Our Report Of Even Date Attached For and on behalf of the Board of Directors

For Bhuvania & Agarwal Associates

Chartered Accountants

S.P. Shorewala
(Director)

S.Shorewala
(Managing Director)

Abhishek Jain

Partner

Paras Gandhi
(Director)

Membership No.509839

Place : Mumbai

Date : 01.09.2012

NOTE NO.2 SHARE CAPITAL**A. Authorised, Issued, Subscribed and Paid Up Share Capital**

| Particulars | As At 31st March 2012 | | As At 31st March, 2011 | |
|---|-----------------------|-------------------|------------------------|-------------------|
| | Number | "Amount"(Rs.)" | Number | "Amount"(Rs.)" |
| Authorised Share Capital | | | | |
| Equity Shares of Rs.10/- each* | 50,00,000 | 50,000,000 | 25,00,000 | 25,000,000 |
| Issued, Subscribed and Paid up | | | | |
| Equity Shares of Rs.10/- each fully paid up | 1,980,000 | 19,800,000 | 1,980,000 | 19,800,000 |
| | | 19,800,000 | | 19,800,000 |

* Authorized Share Capital of the Company has got increased vide resolution passed at meeting of the members held on 30th Nov, 2011

B. Reconciliation of the number of share outstanding

| Particulars | As At 31st March 2012 | | As At 31st March, 2011 | |
|---|-----------------------|----------------|------------------------|----------------|
| | Number | "Amount"(Rs.)" | Number | "Amount"(Rs.)" |
| Equity Share Outstanding at the beginning of period | 1,980,000 | 19,800,000 | 1,980,000 | 19,800,000 |
| Add: Equity Share issued during the year | - | - | - | - |
| Less: Share bought back during the year | - | - | - | - |
| Equity Share Outstanding at the end of the period | 1,980,000 | 19,800,000 | 1,980,000 | 19,800,000 |

C. Rights, Preferences and Restrictions attached to Equity Shares

"Equity Share Holder is entitled to one vote per share. "In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amount. Distribution will be in proportion to the number of equity shares held by the shareholders."

D. Details of Equity Shareholder holding more then 5% shares:

| Name of the Shareholder | As At 31st March 2012 | | As At 31st March, 2011 | |
|------------------------------------|-----------------------|---------------|------------------------|--------------|
| | Number | % Of Holding | Number | % Of Holding |
| Shyamal Prasad Shorewala | 127400 | 6.43% | * | * |
| Santosh Shorewala | 119300 | 6.03% | * | * |
| Canbank Financial Services Limited | 100000 | 5.05% | 100000 | 5.05% |
| Total | 346700 | 17.51% | 100000 | 5.05% |

** The number of shares and their shareholding have not been shown as they did not hold "more than 5% as on 31st March '11"

NOTE NO. 3- RESERVE & SURPLUS**In Rs.**

| Particular | As At | Addition | Deduction | As At |
|-----------------------------------|------------------------------|------------------|------------------------------|------------------|
| | 31st March 2011 | During the year | During the year | 31st March 2012 |
| (a) Revaluation Reserve* | 1,197,363 | - | 71,118 | 1,126,245 |
| (b) Profit & Loss Account | (3,514,733) | 2,189,435 | - | (1,325,298) |
| Total | (2,317,370) | 2,189,435 | 71,118 | (199,053) |
| | As At 31st March 2012 | | As At 31st March 2011 | |
| Profit for the year | 2,189,435 | | 1,462,047 | |
| Less: Dividend on Equity Share | - | | - | |
| Less: Transfer to General Reserve | - | | - | |
| | | 2,189,435 | | 1,462,047 |
| Total | | 2,189,435 | | 1,462,047 |

* Depreciation in relation to Revaluation of Fixed Assets, amounting to Rs. 71,118 has been reduced from Revaluation Reserve.

NOTE NO.4- DEFERRED TAX LIABILITY (Net)

| Particular | <u>As At</u> 31st March 2012 | <u>Addition</u> During the year | <u>Deduction</u> During the year | <u>As At</u> 31st March 2011 |
|---|---------------------------------|------------------------------------|-------------------------------------|---------------------------------|
| Deferred Tax Liabilities Related to fixed assets | 328,879 | | 381,554 | |
| Deferred Tax Assets | - | 328,879 | - | 381,554 |
| Total | | 328,879 | | 381,554 |

NOTE NO.5 SHORT TERM BORROWING

| Particular | <u>As At 31st March 2012</u> | | <u>As At 31st March 2011</u> | |
|---|------------------------------|---|------------------------------|----------------|
| Secured | | - | | - |
| Unsecured | | | | |
| A. Loan & Advances from Related Parties | - | | 344,079 | |
| B. From Others | - | | - | |
| (Of the above Rs. Nil is guaranteed by Directors and others) | | - | | 344,079 |
| Total | | - | | 344,079 |

NOTE NO.6 TRADE PAYABLE

| Particular | <u>As At 31st March 2012</u> | | <u>As At 31st March 2011</u> | |
|----------------------------------|------------------------------|--------------------|------------------------------|--------------------|
| Creditors for Goods and Expenses | | 193,848,408 | | 111,627,084 |
| Total | | 193,848,408 | | 111,627,084 |

Disclosure under the Micro and Small Enterprises Development Act, 2006 :

As none of the suppliers has given the information under Micro and Small Enterprises Act, disclosure for amount due to Micro and Small Enterprises under the above Act is not possible.

NOTE NO.7 OTHER CURRENT LIABILITIES

| Particular | <u>As At 31st March 2012</u> | | <u>As At 31st March 2011</u> | |
|-----------------------|------------------------------|------------------|------------------------------|------------------|
| Advance From Customer | 2,988,912 | | 6,249,837 | |
| Rent Deposit | 1,200,000 | | 1,200,000 | |
| Share Refund | 9,500 | | 9,500 | |
| Other Payable | | | | |
| Duties & Taxes | 494,301 | 4,692,713 | 132,122 | 7,591,459 |
| Total | | 4,692,713 | | 7,591,459 |

NOTE NO.8- SHORT TERM PROVISION

| Particular | <u>As At 31st March 2012</u> | | <u>As At 31st March 2011</u> | |
|----------------------|------------------------------|----------------|------------------------------|----------------|
| Income Tax Provision | 735,000 | | 468,305 | |
| | | 735,000 | | 468,305 |
| Total | | 735,000 | | 468,305 |

NOTE NO.9 FIXED ASSETS

| Sr. No. | Particulars | Gross Block | | | | | Accumulated Depreciation | | | | Net Block | |
|---------|----------------------|-------------------|-------------------------|---|--------------------------------|--------------------|--------------------------|-----------------|----------------------|--------------------|--------------------|--------------------|
| | | as on 4/1/2011 | Additions/ Disposals | Acquired through business combinations | Revaluations/ (Impairments) | As on 3/31/2012 | As on 4/1/2011 | For the Year | Adjustment If Any | As on 3/31/2012 | As On 3/31/2012 | As On 3/31/2011 |
| 1 | Land at Dombivli | 427,500 | - | - | - | 427,500 | - | - | - | - | 427,500 | 427,500 |
| 2 | Factory Building | 3,242,490 | - | - | - | 3,242,490 | 2,075,470 | 108,299 | - | 2,183,769 | 1,058,721 | 1,167,020 |
| 3 | Furniture & Fixture | 239,673 | - | - | - | 239,673 | 220,837 | 1,470 | - | 222,307 | 17,366 | 18,836 |
| 4 | Office Equipment | 303,765 | 26,426 | - | - | 330,191 | 243,055 | 5,969 | - | 249,024 | 81,167 | 60,710 |
| 5 | Boreweell | 50,708 | - | - | - | 50,708 | 24,910 | 2,409 | - | 27,319 | 23,389 | 25,798 |
| 6 | Computer | 233,918 | - | - | - | 233,918 | 185,093 | 20,677 | - | 205,770 | 28,148 | 48,825 |
| 7 | Mobile Phone | 52,686 | 28,700 | - | - | 81,386 | 9,445 | 2,902 | - | 12,347 | 69,039 | 43,241 |
| 8 | Tools & Equipments | 66,725 | - | - | - | 66,725 | 7,240 | 3,169 | - | 10,409 | 56,316 | 59,485 |
| | Total Current Year* | 4,617,465 | 55,126 | - | - | 4,672,591 | 2,766,050 | 144,895 | | 2,910,945 | 1,761,646 | 1,851,415 |
| | Total Previous Year* | 4,593,965 | 23,500 | - | - | 4,617,465 | 2,621,997 | 144,053 | | 2,766,050 | 1,851,415 | 1,971,968 |

* Depreciation of Current & Previous Year stands reduced as amount of Rs. 71118 has been transferred from Revaluation Reserve. Thus the depreciation charged in Profit & Loss Account for Current and Previous Year is Rs. 73,777 and Rs.72,935 respectively.

Annexure No. 1

Particulars of Depreciation Allowable as per Income Tax Act 1961 for A.Y. 2012-13

(Amounts in Rupees)

| Sr. No. | Asset | Rate of Depreciation | W.D.V. as at 01.04.2011 | Additions | | Total as on 31.03.2012 | Depreciation for the Year | W.D.V. as at 31.03.2012 |
|---------|----------------------------|----------------------|-------------------------|-------------------|------------------|------------------------|---------------------------|-------------------------|
| | | | | Before 30.09.2011 | After 30.09.2011 | | | |
| 1 | Factory Building -Dombivli | 10% | 48,046 | - | - | 48,046 | - | 48,046 |
| 2 | Furniture & Fixture | 10% | 46,319 | - | - | 46,319 | 4,632 | 41,687 |
| 3 | Office Equipment | 15% | 48,843 | - | 26,426 | 75,269 | 9,308 | 65,961 |
| 4 | Mobile Phone | 15% | 37,885 | - | 28,700 | 66,585 | 7,835 | 58,750 |
| 5 | Boreweell | 10% | 16,796 | - | - | 16,796 | 1,680 | 15,116 |
| 6 | Computer | 60% | 5,048 | - | - | 5,048 | 3,029 | 2,019 |
| 7 | Tools & Equipments | 15% | 44,979 | - | - | 44,979 | 6,747 | 38,232 |
| | TOTAL | | 247,916 | 0 | 55,126 | 303,042 | 33,231 | 269,811 |

NOTE NO.10- NON CURRENT INVESTMENTS

| Particulars | As At 31st March 2012 | | As At 31st March 2011 | |
|--|-----------------------|------------------|-----------------------|------------------|
| Trade Investments | - | | - | |
| Other Investments | | | | |
| -- In Residential Property | 782,440 | | 782,440 | |
| -- In Equity Instruments (At Cost)(Unquoted) 244400 Shares of ABC Tube Industries Ltd. Face value Rs.10/-each, Associates Co. (holding 34.15% shares) | 4,888,000 | | 4,888,000 | |
| -- Investment in Government/Trust Securities Kisan Vikas Patra | 5,000 | 5,675,440 | 5,000 | 5,675,440 |
| Total | | 5,675,440 | | 5,675,440 |

Aggregate amount of Unquoted Investments amount to Rs. 4,88,800 (Last Year Rs. 4,88,800).

NOTE NO.11- LONG TERM LOANS AND ADVANCES

| Particulars | As At 31st March 2012 | | As At 31st March 2011 | |
|-----------------------------|-----------------------|----------------|-----------------------|----------------|
| Security Deposits | | | | |
| Unsecured, considered good | | | | |
| Deposit With Govt. & Others | 121,800 | 121,800 | 126,800 | 126,800 |
| Total | | 121,800 | | 126,800 |

CURRENT ASSETS

NOTE NO.12- INVENTORIES

| Particular | As At 31st March 2012 | | As At 31st March 2011 | |
|------------------|-----------------------|-------------------|-----------------------|-------------------|
| Inventories | | | | |
| Raw Material | - | | - | |
| Work In Progress | - | | 852,066 | |
| Finished Goods | 17,852,477 | 17,852,477 | 16,259,335 | 17,111,401 |
| Total | | 17,852,477 | | 17,111,401 |

NOTE NO.13- TRADE RECEIVABLES

| Particular | As At 31st March 2012 | | As At 31st March 2011 | |
|------------------------------------|-----------------------|--------------------|-----------------------|-------------------|
| Unsecured | | | | |
| Over Six Months- Considered Good | 79,918 | | 255,081 | |
| Doubtful Debts | 309,366 | | 309,366 | |
| | 389,284 | | 564,447 | |
| Other Debts | 149,640,480 | | 96,298,218 | |
| Due From Related Party | - | | - | |
| | 150,029,764 | | 96,862,665 | |
| Less: Provision for doubtful debts | 309,366 | 149,720,398 | 309,366 | 96,553,299 |
| Total | | 149,720,398 | | 96,553,299 |

NOTE NO.14- Cash & Cash Equivalents

| Particulars | As At 31st March 2012 | | As At 31st March 2011 | |
|--|-----------------------|----------------|-----------------------|----------------|
| | | | | |
| --Balances With Banks In Current Accounts | 3017323 | | 1174630 | |
| --Cheques Draft on Hand | - | | - | |
| --Cash on hand | 671297 | 3688620 | 465515 | 1640145 |
| Total | | 3688620 | | 1640145 |

NOTE NO.15- SHORT TERM LOANS AND ADVANCES

| Particulars | As At 31st March 2012 | | As At 31st March 2011 | |
|--|-----------------------|-----------------|-----------------------|-----------------|
| | | | | |
| Secured | | | | |
| Unsecured, Considered Goods | | | | |
| --To Related Party | 15177631 | | 6131881 | |
| --Balance With Government Authorities | | | | |
| Income Tax (Net) | 776831 | | 499367 | |
| Service Tax | 3039 | | 3039 | |
| --Advance to Supplier for Goods & Expenses | 23744846 | | 6553297 | |
| --Advance to Employee | | | 72604 | |
| --Others | 683219 | 40385566 | 1676423 | 14936611 |
| Total | | 40385566 | | 14936611 |

| Particulars | For the Year 2011-12 | | For the Year 2010-11 | |
|--|----------------------|--------------------|----------------------|--------------------|
| | Amount(Rs.) | Amount(Rs.) | Amount(Rs.) | Amount(Rs.) |
| NOTE NO.16- REVENUE FROM OPERATIONS | | | | |
| Revenue From Sale of Product | | | | |
| Domestic | 689,607,971 | 689,607,971 | 237,502,780 | 237,502,780 |
| Total | | 689,607,971 | | 237,502,780 |

NOTE NO.17- OTHER INCOME

| | | | | |
|-----------------------------|--|------------------|--|------------------|
| Interest Income(Gross) | | 45,073 | | 404,736 |
| Godown Compensation Charges | | 2,480,000 | | 2,400,000 |
| Exchange Flactuation Gain | | 475 | | 3,900 |
| Credit Balances W/ Back | | 82,480 | | 44,851 |
| Total | | 2,608,028 | | 2,853,487 |

NOTE NO.18- COST OF RAW MATERIAL CONSUMED

| | | | | |
|------------------------------|---|---|---------|----------------|
| Raw material consumed | | | | |
| Opening Stock | - | | 849,107 | |
| Add: Purchases | - | | - | |
| | - | | 849,107 | |
| Less: Closing Stock | - | - | - | 849,107 |
| Total | | - | | 849,107 |

NOTE NO.19- DECREASE/(INCREASE) IN STOCK OF FINISHED GOODS AND STOCK IN PROCESS

| | | | | |
|------------------------|-------------------|-------------|-------------------|-------------|
| Opening WIP | 852,066 | | 1,325,900 | |
| Closing WIP | | | 852,066 | |
| Net Increase/ Decrease | | 852,066 | | 473,834 |
| Opening Finished Goods | 16,259,335 | | 12,500,589 | |
| Closing Finished Goods | <u>17,852,477</u> | | <u>16,259,335</u> | |
| Net Increase/ Decrease | | (1,593,142) | | (3,758,746) |
| Total | | (741,076) | | (3,284,912) |

NOTE NO.20- EMPLOYEE REMUNERATION AND BENEFIT

| Particular | As At 31st March 2012 | | As At 31st March 2011 | |
|-------------------------|-----------------------|---------|-----------------------|-----------|
| Salaries and Wages | 274,728 | | 1,278,394 | |
| Staff Welfare | 9,618 | | 50,174 | |
| Insurance for Employees | 3,000 | | 8,319 | |
| | | 287,346 | | 1,336,887 |
| Total | | 287,346 | | 1,336,887 |

NOTE NO.21- FINANCE COST

| | | | | |
|---------------------|-----------|-----------|-----------|-----------|
| Discounting Charges | 6,605,589 | | 1,311,108 | |
| Interest Paid | 180 | | 4,303 | |
| Bank Charges | 10,267 | | 8,986 | |
| | | 6,616,036 | | 1,324,397 |
| Total | | 6,616,036 | | 1,324,397 |

NOTE NO.22- OTHER EXPENSES

| | | | | |
|-----------------------------------|------------------|------------------|------------------|------------------|
| Direct Expenses | | | | |
| Site Expenses | 65,417 | | 249,910 | |
| Labour Expenses | - | | 809,675 | |
| Inspection Charges | 17,869 | | 17,869 | |
| | 83,286 | | 1,077,454 | |
| Administrative Expenses | | | | |
| Conveyance Expenses | 21,988 | | 176,731 | |
| Travelling Expenses | 108,106 | | 151,405 | |
| Foreign Travelling (Directors) | 115,908 | | 243,918 | |
| Motor car Expenses | 195,110 | | 305,250 | |
| Listing and Filing Fees | 193,339 | | 15,510 | |
| Legal & Professional Fees | 266,031 | | 273,377 | |
| Auditor Remuneration | 60,000 | | 33,090 | |
| Repairs & Maintenance | 29,957 | | 38,752 | |
| Miscellaneous & General Exp. | 13,415 | | 7,025 | |
| Telephone & Telex | 21,529 | | 48,345 | |
| Internet Charges | - | | 3,000 | |
| Printing & Stationery | 27,725 | | 33,027 | |
| Postage & Courier | 28,370 | | 22,692 | |
| Rent Paid | 278,375 | | 224,500 | |
| Property Tax | 9,191 | | - | |
| Gardening Expenses | 47,100 | | 42,000 | |
| Electricity Expenses | 1,822 | | 4,400 | |
| Insurance | 8,370 | | 11,301 | |
| Company Profession tax | 2,500 | | 2,500 | |
| Water Charges | - | | 49,243 | |
| Provision for Doubtful Debts | - | | 309,366 | |
| | 1,428,836 | | 1,995,432 | |
| Selling & Distribution | | | | |
| Advertisement and Exhibition | 33,998 | | 266,199 | |
| Sales Promotion | 299,574 | | 147,570 | |
| Freight & Octroi Charges | 5,445 | | 40,099 | |
| | 339,017 | 1,851,139 | 453,868 | 3,526,754 |
| Total (Other Expenses) | | 1,851,139 | | 3,526,754 |

NOTE NO.23-GRATUITY

"Company has not gone for the actuarial valuation of gratuity which is the only form of long term defined benefits to the employee. Provision of the same has been thus not provided as the amount is uncertain. The company has a policy of accounting for "gratuity as and when it is paid. During the year company has paid Rs.nil (Previous Year Rs.nil) as gratuity."

NOTE NO.24- SEGMENT REPORTING

In the opinion of Management the company is engaged only in the business of manufacturing and trading in non ferrous metals. As such there is no Reportable Segment as per AS 17 "Segment Reporting" notified by Ministry Of Corporate Affairs".

NOTE NO.25- TRANSACTION WITH RELATED PARTY

Related Parties identified as per Accounting Standard 18 "Related Party Disclosures" notified by MCA

Key Management Personnel:

Mr. Shyamal Prasad Shorewala

Mr. Satish Shorewala

Mr. Rohit Shorewala

Mr. S. Singhania

Mr. Paras Gandhi

Relatives of Key Managerial Personnel:

Mrs. Santosh Shorewala- Relative of Mr. Shyam Prasad Shorewala

Mrs. Neelam Shorewala- Relative of Mr. Shatish Shorewala

Enterprises over which KMP & their relatives have significant influence

ABC Tube Industries Ltd

Delta Pipe Fittings Pvt Ltd

Sincere Distributors Pvt Ltd

Transactions with Related Parties during the Year

| Particulars | Loan Taken | Loan Given | Car Hire Charges | Expenses Recoverable | Closing Balance |
|------------------------------|------------|-------------|------------------|----------------------|-----------------|
| Mr. Shyamal Prasad Shorewala | 50,000 | - | - | - | - |
| | (550,000) | - | - | - | 225222 Cr |
| Mr. Satish Shorewala | 200,000 | - | 96,000 | - | 96000 Cr |
| | (135,000) | - | (138,000) | - | 46125 Cr |
| Mr. Rohit Shorewala | 150,000 | - | - | - | - |
| | - | - | - | - | - |
| Mrs. Santosh Shorewala | 200,000 | - | - | - | - |
| | - | - | - | - | - |
| Mrs. Neelam Shorewala | 700,000 | - | - | - | - |
| | - | - | - | - | - |
| ABC Tube Industries Ltd | - | 4,098,808 | - | - | 4200689 Dr. |
| | (670,119) | (6,676,762) | - | - | 6131881 Dr |
| Delta Pipe Fittings Pvt Ltd | 3,000,000 | 11,876,942 | - | - | 10976942 Dr. |
| | - | - | - | - | - |
| Sincere Distributors Pvt Ltd | - | - | - | 16,896 | - |
| | - | - | - | (14,913) | 85145 Dr |

NOTE NO.26- EARNING PER SHARE(EPS)

| PARTICULARS | | 2011-12 | 2010-11 |
|---|------------|---------|---------|
| Net Profit Before Taxes | In Rs. | 2871000 | 1877183 |
| Provision for Taxes | In Rs. | 681565 | 415136 |
| Profit after Taxes | In Rs. | 2189435 | 1462047 |
| Equity Shares | Number | 1980000 | 1980000 |
| Earning Per Share (Face Value Rs.10/-Each) | | | |
| Basic | Rs./ Share | 1.11 | 0.74 |
| Diluted | Rs./ Share | 1.11 | 0.74 |

NOTE NO.27- CAPITAL COMMITMENTS & CONTINGENT LIABILITIES

Estimated amount of contracts remaining to be executed on Capital Accounts is Rs. Nil (P.Y. Rs. Nil). Contingent Liabilities identified as on the Balance Sheet date amounts to Rs. 45,955 (P.Y. Rs. Nil) on account of Property Tax for Dombivali Godown.

NOTE NO. 28 - ADDITIONAL INFORMATION REQUIRED TO BE DISCLOSED AS PER REVISED SCHEDULE VI**A) PAYMENT TO AUDITORS**

| PARTICULARS | 2011-12 | 2010-11 |
|----------------------|---------------|---------------|
| For Statutory Audit | 45,000 | 22,060 |
| For Taxation Matters | 15,000 | 11,030 |
| For Other Services | - | 4,412 |
| Total | 60,000 | 37,502 |

B) EXPENDITURE IN FOREIGN CURRENCY

| PARTICULARS | 2011-12 | 2010-11 |
|--------------------------------|---------------|----------------|
| Other Matters | | |
| Directors Travelling (Foreign) | 58,286 | 118,597 |
| Total | 58,286 | 118,597 |

NOTE NO.29-

In the opinion of the Board, all assets other than fixed assets and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated in the financial statement.

NOTE NO.30-

The Financial Statements have been prepared as per the Revised Schedule VI issued by Ministry of Corporate Affairs. Previous year figures have also been reinstated as per the same. Further the previous year figures have been regrouped and rearranged wherever necessary to make them comparative.

Cash Flow Statement

Annexed to the Balance Sheet for the year ended 31st March 2012

| | <u>31.03.2012</u> | <u>31.03.2011</u> |
|---|-------------------|--------------------|
| A) Cash Flow from operating activities : | | |
| Net profit/ (loss) before tax as per Profit & Loss A/c | 2,871,000 | 1,877,183 |
| Items Adjustment For: | | |
| Depreciation | 73,777 | 72,935 |
| Previous Year Adjustment Expenses | - | 7,135 |
| Provision for doubtful debts | - | 309,366 |
| Godown Compensation | (2,480,000) | (2,400,000) |
| Interest Income | (45,073) | (404,736) |
| Operating Profit/Loss Before Working Capital Changes | 419,704 | (538,117) |
| Adjustment for Working Capital Changes | | |
| Trade Receivables | (53,167,099) | (64,160,976) |
| Movement in Current Liabilities | 78,978,499 | 78,437,957 |
| Inventories | (741,076) | (2,435,805) |
| Movement in Loans, Advance & Other Assets | (25,448,955) | (12,163,410) |
| Cash Generated from Changes in Working Capital | (378,631) | (322,234) |
| Net cash from operating Activities | <u>41,073</u> | <u>(860,351)</u> |
| B) Cash Flow from Investing Activities: | | |
| Purchase of Fixed Assets | (55,126) | (23,500) |
| Addition in Investment | - | - |
| Interest Income | 45,073 | 404,736 |
| Decrease in Longg term deposits | 5,000 | - |
| Godown Compensation | 2,480,000 | 2,400,000 |
| Net Cash from Investing Activities | <u>2,474,947</u> | <u>2,781,236</u> |
| C) Cash Flow from Financing Activities. | | |
| Unsecured Loan Received | - | (3,008,874) |
| Income Tax Paid | (467,545) | (460,037) |
| Net Cash used in Financing Activities | <u>(467,545)</u> | <u>(3,468,911)</u> |
| Net (Decearese)/Incerase in Cash & Cash Equivalent (A+B+C) | <u>2,048,475</u> | <u>(1,548,026)</u> |
| Opening Balance of cash & cash Equivalents | 1,640,145 | 3,188,171 |
| Closing Balance of Cash & Cash Equivalents | <u>3,688,620</u> | <u>1,640,145</u> |

Notes To Accounts including Significant Accounting Policy 1-30

As Per Our Report Of Even Date Attached For and on behalf of the Board of Directors

For Bhuwania & Agarwal Associates

Chartered Accountants

S.P. Shorewala
(Director)S.Shorewala
(Managing Director)

Abhishek Jain

Partner

Paras Gandhi
(Director)

Membership No.509839

Place : Mumbai

Date : 01.09.2012

ABC GAS (INTERNATIONAL) LIMITED

Regd. Office: 1 Mahesh Villa, Worli, Mumbai - 400 018

ATTENDANCE SLIP

32nd Annual General Meeting - 29TH September, 2012

I / We hereby record my / our presence at the THIRTY SECOND ANNUAL GENERAL MEETING of the Company held at 1 Mahesh Villa, Worli, Mumbai - 400 018 on Saturday, the 29TH day of September, 2012 at 11:00 a.m.

Full Name of member _____

Regd. Folio No. _____ No. of Shares held _____

Client ID No. _____ D. P. ID No. _____

Full Name of Proxy _____

Member's / Proxy's Signature _____

Note: A Shareholder / Proxy wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly filled and signed.

ABC GAS (INTERNATIONAL) LIMITED

Regd. Office: 1 Mahesh Villa, Worli, Mumbai - 400 018

| | |
|-----------|--|
| DP ID | |
| Client ID | |

| | |
|----------------------|--|
| Registered Folio No. | |
|----------------------|--|

PROXY FORM

I/We _____
of _____ in the district _____ being
a Member / Members of the above named Company, hereby appoint Shri. / Smt. _____ of
_____ in the District of _____ as my / our Proxy to attend
and vote for me / us and on my / our behalf at the THIRTY SECOND ANNUAL GENERAL MEETING of the Company to be held
on Saturday, 29th day of September, 2012 at 11:00 a.m. and at any adjournment thereof.

Signed this 29th day of September, 2012

Affix Rs. 1/-
Revenue
Stamp
Signature

Note: The Proxy must be deposited at the Registered Office at 1 Mahesh Villa, Worli, Mumbai - 400 018, Maharashtra, not less than FORTY EIGHT HOURS before the time fixed for holding this Meeting.

BOOK-POST

If, undelivered please return to:

Regd. Office:

ABC GAS (INTERNATIONAL) LIMITED

1 Mahesh Villa,

Worli, Mumbai - 400 018