

# ANNUAL REPORT

FOR THE YEAR ENDED 31ST MARCH, 2014



Asiatic Oxygen Ltd.

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REGD. OFFICE : 8, B. B. D. BAG (EAST), KOLKATA - 700 001

### Board of Directors

Smt. Padma Jalan, Chairperson & Managing Director  
 Shri A.K. Kanoria  
 Shri Ajit P. Walwaikar  
 Shri A.K. Dalmia  
 Shri Levi Asher Rubens  
 Shri Pawankumar Ramprasad Rungta

### Company Secretary

Smt. Kirti Kothari appointed w.e.f. 16.08. 2014  
 Shri Mithun Paul resigned w.e.f. 14.08.2014

### Auditors

S.B. Dandeker & Co.  
 P-36, India Exchange Place  
 Kolkata - 700 001

### Solicitors

Khaitan & Co.  
 1B, Old Post Office Street  
 Kolkata - 700 001

### Jhunjhunwala & Co.

7C, Kiran Shankar Roy Road  
 Kolkata - 700 001

### Bankers

State Bank of India  
 HDFC Bank Ltd.  
 ING Vysya Bank Ltd.  
 ICICI Bank Ltd.

### Registered Office

8, B.B.D. Bag (East)  
 Kolkata - 700 001  
 Phone : 2230 7391, Fax : 2230 6317  
 CIN - L24111WB1961PLC025067  
 E-mail : aolinfotech@vsnl.net

### Registrar & Share Transfer Agents

M/s. S.K. Infosolutions Pvt.Ltd.  
 (Formerly known as M/s. S.K. Computers)  
 34/1A, Sudhir Chatterjee Street,  
 Kolkata- 700 006  
 Phone : 2219 6797, Fax : 2219 4815  
 Email : mail@skcomputers.net

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**NOTICE**

**TO THE MEMBERS**

Notice is hereby given that the 52<sup>nd</sup> ANNUAL GENERAL MEETING of the Members of **Asiatic Oxygen Limited** will be held at the Registered Office of the Company at 8, B.B.D. Bag (East), Kolkata – 700 001 on Wednesday the 24th September, 2014 at 11.00 A.M. to transact the following business :-

**ORDINARY BUSINESS :**

1. To consider and adopt the audited Balance Sheet as at March 31, 2014, the statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ajay Kumar Kanoria who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the three consecutive AGM and to fix their remuneration and in this connection, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution-

**“RESOLVED THAT** pursuant to the provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time and pursuant to the recommendations of the Audit Committee, S. B. Dandekar & Co., Chartered Accountants (Firm Regn. No. 301009E), be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this AGM to the Conclusion of the Third Consecutive AGM (Subject to ratification of their appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the audit committee in consultation with the auditors.”

**SPECIAL BUSINESS :**

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

**“RESOLVED THAT** pursuant to Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into Leave and License agreement between the Company and Smt. Vandana Ajay Kanoria, for renting of Alibaug bungalow for use as Holiday Home for the whole time director and the employees of the Company, situated in the State of Maharashtra as per the following term(s) & condition(s) :

Sl. No.	Period of Agreement	Value of consideration
1	For a period of 3 years w.e.f. 1st October, 2014, which shall be further renewed as per mutually agreed terms.	The license fee shall be Rs. 25,000/- per month during the currency of the agreement along with an interest free security deposit of Rs.5 crores.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such actions and do all such acts, deeds and things as may be required for compliance with statutory requirements as applicable and/or for giving effect to the above resolution and matters related thereto.”

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152, and any other applicable provisions of Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Arun Kumar Dalmia (holding DIN 00653093), former rotational Independent Director of the Company, and in respect of whom the Company has received a notice from a member writing under section 160 of the Companies Act, 2013 proposing Shri Arun Kumar Dalmia as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. 01.04.2014.”

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152, and any other applicable provisions of Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Levi Asher Rubens (holding DIN 06656775), former rotational Independent Director of the Company, and in respect of whom the Company has received a notice from a member in writing under section 160 of the Companies Act, 2013 proposing Shri Levi Asher Rubens as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. 01.04.2014.”

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152, and any other applicable provisions of Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Pawankumar Ramprasad Rungta (holding DIN 06829695), former rotational Independent Director of the Company, and in respect of whom the Company has received a notice from a member in writing under section 160 of the Companies Act, 2013 proposing Shri Pawankumar Ramprasad Rungta as a candidate for the office of director of the Company, be and



# Asiatic Oxygen Ltd.

is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f. 01.04.2014.”

Registered Office :  
8, B.B.D. Bag (East)  
Kolkata - 700 001  
14th August, 2014

By Order of the Board

**Mithun Paul**

Company Secretary

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## NOTES :

1. A MEMBER, ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company not less than 48 hours before the time for holding the Meeting.
2. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business Item Nos. 4 to 7 are annexed hereto and forms part of the notice.
3. The Share Transfer Book and the Register of Members of the Company will remain closed from 18.09.2014 to 24.09.2014 (both days inclusive).
4. Members are requested in their own interest :
  - a) To notify the Company about any change in address with correct Pin Code, mandate/bank details.
  - b) To quote correct Folio No./Client I.D. No. and DP I.D. No. in all correspondence with the Company to facilitate better service to the Members.
  - c) To furnish particulars of Share Certificate(s) and Distinctive No. of Shares held by them, if not already sent to the Company.
  - d) To dematerialise the Equity Shares of the Company.
  - e) To make/change nomination in respect of their shareholdings
5. Members who hold shares in the electronic mode are requested to send the intimation for change of address, to their respective depository participant.
6. Members holding shares in multiple folios in identical names or joint names are requested to consolidate their shareholdings into one folio.
7. **Voting Through Electronic Means**
  - I. In Compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, and in accordance with clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 52<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under :

- A. In case a Member receives an email from **NSDL** [for members whose email IDs are registered with the Company/Depository Participant(s)] :
- i. Open email and open PDF file viz, "**Asiatic Oxygen Ltd..e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password/PIN for e-voting. Please note that the password is an initial password.
  - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
  - iii. Click on Shareholder - Login
  - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - v. Password Change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
  - vii. Select the "EVEN" (E-Voting Event Number) of Asiatic Oxygen Limited.
  - viii. Now you are ready for e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. Institutional shareholders (i.e other than individuals, HUF,NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [kabkol@yahoo.com](mailto:kabkol@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants or requesting physical Copy]
- i. Initial password is provided as below/at the bottom at the Attendance Slip for the AGM :
 

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN
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  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com)
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. The e-voting period commences on **17th September, 2014 (09:00 am) and ends on 19th September, 2014 (06:00 pm)**. During this period shareholders' of the Company, holding shares



either in physical form or in dematerialised form, as on the cut-off date (record date) of **16th August, 2014**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Further, members who have previously cast their vote electronically shall not be allowed to vote again at the meeting.

- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **16th August, 2014**.
- VI. Mr. Kedarashish Bapat, a Practising Chartered Accountant (Membership No. 057903) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the company and make a scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- VIII. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the CSE Ltd.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 :**

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statements set out all material facts relating to the business mentioned under item Nos. 4 to 6 of the accompanying Notice.

**Item No. 4 :**

With the enactment of Companies Act, 2013 and rules framed thereunder and as per provisions of the Sections 188 of the Companies Act, 2013, approval of the shareholders is required to be obtained by way of Special Resolution for certain related party transactions prescribed therein.

The Board of Directors at its meeting held on August 14, 2014 approved, subject to the prior approval of the shareholders of the consent by means of special resolution, the entering into a Leave and License Agreement between the Company and Smt. Vandana Ajay Kanoria, for renting of Alibaug bungalow for use as Holiday Home for the whole time director and the employees of the Company, situated in the State of Maharashtra.

Detailed information as required to be disclosed in terms of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board & its Powers) Rules, 2014 are given below :

Sl. No.	Particulars	
1	Name of the related party	Smt. Vandana Ajay Kanoria
2	Name of the director or Key Managerial Personnel who is related	Smt. Padma Jalan, Chairperson & Managing Director Shri Ajay Kr. Kanoria, Director
3	Nature of relationship	Relative of above-mentioned Directors
4	Nature, materials, monetary value and particulars of the agreement	Leave and License Agreement for renting of Alibaug bungalow for use as Holiday Home for the whole time director and the employees of the Company, situated in the State of Maharashtra on a license fee of Rs.25,000/- per month along with an interest free security deposit of Rs.5 crores

Your Directors recommend the resolution as set out under Item No. 4 in this Notice for your approval by way of special resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolutions except those director(s) whose interest as disclosed above.

**Item No. 5 :**

Shri Arun Kumar Dalmia is a Non-Executive Director of the Company since May, 2002 and is considered as an Independent Director under clause 49 of the Listing Agreement. He is the Member of the Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee of Board of Directors of the Company.

Shri Arun Kumar Dalmia cease to be director liable to retire by rotation, as per Explanation to Section 152(6) (e) of the Companies Act, 2013. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, he is proposed to be appointed as an Independent Director for a term of five consecutive years. As per Explanation to Section 149(11) of the Companies Act, 2013, any tenure of an Independent Director on the date of commencement of the Act (i.e. 01.04.2014) shall not be counted as a term for considering the five consecutive term as mentioned in Section 149(10) of the Act. Since the term after 01.04.2014 shall be considered as the term of five consecutive years, the tenure of appointment shall be only upto March 31, 2019. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Shri Arun Kumar Dalmia as a candidate for the Office of director of the Company.

In the opinion of the Board, Shri Arun Kumar Dalmia fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director and he is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Arun Kumar Dalmia as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Arun Kumar Dalmia as an Independent Director, for the approval by the shareholders of the Company

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Shri Arun Kumar Dalmia is interested and concerned in the Resolution mentioned at Item No.4 of the Notice. Other than Shri Arun Kumar Dalmia, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.4 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

**Item No. 6 :**

Shri Levi Asher Rubens is a Non-Executive Director of the Company since 8th August, 2013 and is considered as an Independent Director under clause 49 of the Listing Agreement. He is the Member of the Audit Committee and Nomination and Remuneration Committee of Board of Directors of the Company.

Shri Levi Asher Rubens cease to be director liable to retire by rotation, as per Explanation to Section 152(6) (e) of the Companies Act, 2013. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, he is proposed to be appointed as an Independent Director for a term of five consecutive years. As per Explanation to Section 149(11) of the Companies Act, 2013, any tenure of an Independent Director on the date of commencement of the Act (i.e. 01.04.2014) shall not be counted as a term for considering the five consecutive term as mentioned in Section 149(10) of the Act. Since the term after 01.04.2014 shall





## Asiatic Oxygen Ltd.

be considered as the term of five consecutive years, the tenure of appointment shall be only upto March 31, 2019. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Shri Levi Asher Rubens as a candidate for the Office of director of the Company.

In the opinion of the Board, Shri Levi Asher Rubens fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director and he is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Levi Asher Rubens as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Levi Asher Rubens as an Independent Director, for the approval by the shareholders of the Company

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Shri Levi Asher Rubens is interested and concerned in the Resolution mentioned at Item No.5 of the Notice Other than Shri Levi Asher Rubens, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

### **Item Nos. 7 :**

Shri Pawankumar Ramprasad Rungta is a Non-Executive Director of the Company since 14th November, 2013 and is considered as an Independent Director under clause 49 of the Listing Agreement. He is the Member of the Audit Committee and Stakeholder Relationship Committee of Board of Directors of the Company.

Shri Pawankumar Ramprasad Rungta cease to be director liable to retire by rotation, as per Explanation to Section 152(6)(e) of the Companies Act, 2013. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, he is proposed to be appointed as an Independent Director for a term of five consecutive years. As per Explanation to Section 149(11) of the Companies Act, 2013, any tenure of an Independent Director on the date of commencement of the Act (i.e. 01.04.2014) shall not be counted as a term for considering the five consecutive term as mentioned in Section 149(10) of the Act. Since the term after 01.04.2014 shall be considered as the term of five consecutive years, the tenure of appointment shall be only upto March 31, 2019. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing Shri Pawankumar Ramprasad Rungta as a candidate for the Office of director of the Company.

In the opinion of the Board, Shri Pawankumar Ramprasad Rungta fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director and he is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Pawankumar Ramprasad Rungta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri Pawankumar Ramprasad Rungta as an Independent Director, for the approval by the shareholders of the Company

The terms and conditions of appointment of Independent Directors shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

Shri Pawankumar Ramprasad Rungta is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. Other than Shri Pawankumar Ramprasad Rungta, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

This Explanatory Statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

**Details of the Directors seeking appointment/re-appointment at the Annual General Meeting to be held on September 24, 2014, (In pursuance to Clause 49 of the Listing Agreement)**

**Brief particulars of Shri Ajay Kumar Kanoria**

**Shri Ajay Kumar Kanoria**, aged 59 is a scion of Kanoria family and a well known and respected business leader. He heads the Kanoria Group which has sizeable interests in manufacturing enterprises including cement and industrial, medical & specialty gases and is venturing into Real Estate development and Sugar Industry. He is a Graduate in Economics and Political Science from St. Xaviers, Calcutta. He was President of the Indian Sugar Mills Association and Advisor to Govt. of India for International sugar negotiations in GATT and the International Sugar Organization in 1982. He was a Member of the World Economic Forum and has served on the Governing Committees of FICCI, ISMA, AIOE and the Cement Manufacturers Association. He was also the President of the Rotary Club of Bombay.

Shri Ajay Kumar Kanoria is on the Board of the following Companies and their Board Committees :-

<b>Company</b>	<b>Position</b>	<b>Committee Membership held</b>
Bagalkot Cement & Industries Ltd.	Chairman & Managing Director	--
Bihar Air Products Ltd.	Nominee Director	--
Pratap Holdings Ltd.	Director	--
Tirupati Screen Printing Co. Ltd.	Director	--
eSols Worldwide Pvt. Ltd.	Director	--
Aegis Infotech Pvt. Ltd.	Director	--
Indessa Gases Pvt. Ltd.	Director	--
Indekka Software Pvt. Ltd.	Director	--
Tanna Electro-Mechanics Pvt. Ltd.	Director	--
Six-Sigma Gases India Pvt. Ltd.	Director	--

Shri Ajay kumar Kanoria does not hold any shares in Asiatic Oxygen Ltd. as on 31st March, 2014.

**Brief Particulars of Shri Arun Kumar Dalmia**

**Shri Arun Kumar Dalmia**, aged about 58 years, a Bachelor of Commerce (Honours) from University of Calcutta. He has two decades of experience/knowledge in the field of Laser engraving, Medical Gases and Textiles. He was Honorary Secretary of Merchant Chamber of Commerce, Calcutta and Vice President of Birla High School Alumni. He is very active and also associated with social and philanthropic organizations. He holds Directorship in following Public Limited Companies. Besides he also holds Directorship in a number of Private Limited Companies.



Asiatic Oxygen Ltd.

<b>Company</b>	<b>Position</b>	<b>Committee Membership held</b>
New India Shipping Lines Ltd.	Director	--
Banshidhar Durgadutt Ltd.	Director	--
Dalmia Enterprises Pvt. Ltd	Director	--
Shree Sellers Pvt. Ltd.	Director	--
North Bengal Sugar Mills Co. Pvt. Ltd	Director	--
Setabgunj Sugar Mills Pvt. Ltd.	Director	--
Subarnarekha Trade & Tea Industries Ltd	Director	--
Evergreen Woodworks Pvt. Ltd.	Director	--

Shri Arun Kumar Dalmia holds 10 shares in Asiatic Oxygen Ltd. as on 31st March, 2014.

**Brief Particulars of Shri Levi Asher Rubens**

**Shri Levi Asher Rubens**, is a Bachelor of Laws from Mumbai University and has passed the examination of Solicitors conducted by the Bombay Incorporated Law Society. Shri Rubens is a practicing Solicitor and Advocate for past 20 years and has vast experience in Commercial Litigation and Property documentation. Shri Rubens is a partner of M/s. Vigil Juris, a leading firm of Solicitors & Advocates.

Shri Rubens has no other Directorship/Membership of any committee of any public company.

Shri Levi Asher Rubens does not hold any shares in Asiatic Oxygen Ltd. as on 31st March, 2014.

**Brief Particulars of Shri Pawankumar Ramprasad Rungta**

**Shri Pawankumar Ramprasad Rungta**, is a Bachelor of Commerce from Mumbai University and a Chartered Accountant by profession who has vast experience in Taxation, Auditing and related matters. Shri Rungta is a partner of M/s. Shanker and Kapani and M/s. J Kala & Associates.

Shri Rungta has no other Directorship/Membership of any committee of any public company.

Shri Pawankumar Ramprasad Rungta does not hold any shares in Asiatic Oxygen Ltd. as on 31st March, 2014.

Registered Office :  
8, B.B.D. Bag (East)  
Kolkata - 700 001  
14th August, 2014

By Order of the Board

**Mithun Paul**  
Company Secretary

## **DIRECTORS' REPORT**

### **TO THE MEMBERS**

Your Directors present their Report together with the Audited Accounts of the Company, for the year ended 31st March, 2014.

<b>Financial Results</b>	(₹ in lacs)
Surplus for the year before Interest, Depreciation & Taxation	767.10
Interest	–
Gross Profit before Depreciation & Taxation	767.10
Depreciation for the year	9.24
Profit before Tax	757.86
<u>Provision for Tax :-</u>	
Current Tax	263.89
Deferred Tax	(2.32)
Profit for the year after Tax	496.29
Balance Brought Forward from the previous year	3268.42
Balance available for appropriation	3764.71
Transferred to General Reserve	300.00
Balance Carried to Balance Sheet	3464.71

### **DIVIDEND**

Your Directors do not recommend any dividend for this year to conserve the resources for responding to suitable opportunities in the future. Attention is already being given to identify projects/activities in pursuance of above.

### **OPERATIONS**

Revenue from Operations and Other Income for the year were ₹ 1,507.71 lacs as against the previous year of ₹ 8,569.07 lacs. Surplus before Interest, Depreciation and Taxation was ₹ 767.10 lacs compared to ₹ 7,971.27 lacs for the previous year. Net Profit for the year before Tax was ₹ 757.86 lacs as against Net Profit of ₹ 7,962.54 lacs for the previous year.

### **FIXED DEPOSITS**

The Company has not accepted any Fixed Deposits from the Public during the year under review.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO**

As required under Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo is annexed to this Report.



## **PARTICULARS OF EMPLOYEES**

There are no employees attracting the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rule 1975 as amended.

## **LISTING OF SHARES**

The Equity Shares of the Company are listed with Calcutta Stock Exchange. The Listing Fee for the Current Year has been paid.

## **CODE OF CONDUCT**

In terms of requirement of Clause 49 of the Listing Agreement, the Company, its Management Personnel and the Members of the Board have complied with the Code of Conduct as laid down by the Board of Directors.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

In compliance of Section 217(2AA) of the Companies Act, 1956, as amended by Companies (Amendment) Act, 2000 with respect to Directors' Responsibility Statement, the Directors of your Company state and confirm :-

- i) that in preparation of the Accounts for the year ended 31st March, 2014, the applicable accounting standards have been followed;
- ii) that they selected such accounting policies and applied them consistently and made judgements 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 aforesaid financial year and of the Profit of the Company for the year ended on that date;
- iii) that they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the Accounts for the year ended 31st March, 2014 on a going concern basis.

## **CORPORATE GOVERNANCE**

A separate report on Corporate Governance is included in the Annual Report and a certificate from the Company's Auditors' certifying the compliance of conditions on Corporate Governance as stipulated in the said Clause 49 of the Listing Agreement is annexed thereto. Relevant provisions of the Companies Act, 1956 are also complied with.

## **DIRECTORS**

The Board of Directors at their meeting held on 14th November, 2013 appointed Shri Pawankumar Ramprasad Rungta as Additional Director of the Company. Shri Pawankumar Ramprasad Rungta holds office up to the date of forthcoming Annual General Meeting of the Company and is eligible for re-appointment.

Impending notification of Section 149 of the Companies Act, 2013, Your Directors are seeking appointment of Shri Arun Kumar Dalmia, Shri Levi Asher Rubens and Shri Pawankumar Ramprasad Rungta as Independent Directors for five consecutive years for a term upto 31st March, 2019. Details of the proposal for appointment and brief profile of Shri Dalmia, Shri Rubens and Shri Rungta are mentioned in Explanatory

Statement under Section 102 of the Companies Act, 2013 of the Notice of the 52nd Annual General Meeting.

Further in accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Shri Ajay Kumar Kanoria retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

### **SUBSIDIARY**

The Company has only one subsidiary, namely AOL Sugar and Industries Private Limited. A statement containing brief financial details of the subsidiary is included in the Annual Report.

As required under the Listing Agreements entered into with the Stock Exchange, a consolidated financial statements presented by the Company in this Report include the financial results of the subsidiary company duly audited by the statutory auditors. The said statements have been prepared in accordance with the relevant accounting standards as prescribed under Section 211(3C) of the Companies Act, 1956.

In terms of General Circular No. 2/2011 dated February 8, 2011 issued by the Ministry of Corporate Affairs, Government of India, granting general exemption to attach the Subsidiaries' Annual Accounts, as required under section 212(8) of the Act, the Report and Audited Accounts of the subsidiary company viz. AOL Sugar and Industries Private Limited are not annexed to this Report. However, the financial information of the subsidiary company is disclosed in this Report along with the Consolidated Financial Statements in compliance with the said circular. The Company will make available the Annual Accounts of subsidiary company and the related detailed information to any shareholder of the Company who may be interested in obtaining the same at any point of time. The annual accounts of the subsidiary company shall also be kept open for inspection by any shareholder at the Registered Office of the Company and that of the subsidiary company.

### **AUDITORS**

M/s. S. B. Dandeker & Co, Chartered Accountants, who are the statutory auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Pursuant to provisions of Section 139 of the Companies Act, 2013 and rules framed thereunder, it is proposed to appoint M/s. S. B. Dandeker & Co as statutory auditors of the Company from the conclusion of the ensuing AGM to the conclusion of third consecutive AGM, Subject to annual ratification by members at Annual General Meeting.

### **APPRECIATION**

The Directors wish to place on record their appreciation of the co-operation received from all the employees and wish to thank them for their sincere efforts and loyalty.

For & On behalf of the Board

Kolkata  
The 14th August, 2014

**PADMA JALAN**  
Chairperson & Managing Director



## **ANNEXURE TO THE DIRECTORS' REPORT**

Information as per Section 217(1)(e) read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2014.

### **A. CONSERVATION OF ENERGY**

#### **Energy Conservation measures taken**

The Company has no manufacturing unit of its own and hence consumption of energy for manufacturing unit is not applicable.

### **B. TECHNOLOGY ABSORPTION**

#### **(1) Research & Development (R&D)**

- (a) The Company is not carrying out any Research and Development
- (b) Future Plan and Action – None
- (c) Expenditure on R & D - Nil

#### **(2) Technology absorption.**

The company has not imported any technology.

### **C. FOREIGN EXCHANGE**

The total Foreign Exchange outgo during the year ended 31st March, 2014 was ₹ 93.85 Lacs.

## CORPORATE GOVERNANCE REPORT

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

Sound Corporate Governance principles are the foundation upon which the trust of investors is built. The Company believes and is committed to good Corporate Governance and has complied with all the material aspects of the requirement specified in Listing Agreement with the Stock Exchange.

### 2. BOARD OF DIRECTORS :

A) The Board of Directors of the Company consists of 6 members comprising:

- One Chairperson and Managing Director.
- Three Non-Executive Independent Directors.
- Two Non-Executive Non-Independent Directors.

B) Board Meetings held during the year, attendance of Directors and particulars of the Directorships, Committee Membership/Chairmanship:

During the financial year 2013-14, Five Meetings of the Board were held on 14th May, 2013, 8th August, 2013, 27th September, 2013, 14th November, 2013 and 14th February, 2014. The details of the attendance at the Meetings of the Board and at the last AGM together with the particulars of the other Directorship, Committee Memberships/Chairmanship, are given below:

Name of the Director	Category	No. of Board Meetings Attended	Attendance at the last AGM	No. of other Directorship	No. of Membership/ Chairmanship of other Companies mandatory committees	
					Membership	Chairmanship
Smt. Padma Jalan	Chairperson & Managing Director	4	YES	2	NIL	NIL
Shri A K Kanoria	Non Executive Non- Independent	3	YES	11	NIL	NIL
Shri A.C. Mukherji	Non-Executive Independent	3	YES	5	2	4
Shri Sukhendu Ray	-do-	1	NO	2	1	3
Shri Arun Kr. Dalmia	-do-	2	NO	8	NIL	NIL
Shri Ajit P. Walwaikar	Non Executive Non- Independent	3	NO	1	3	NIL
Shri Levi A. Rubens	Non-Executive Independent	2	NO	NIL	NIL	NIL
Shri Pawankumar Ramprasad Rungta	-do-	1	NO	NIL	NIL	NIL
<b>Ceased to be a Director</b>						
Shri A.C. Mukherji	Non-Executive Independent	3	YES	5	2	4
Shri Sukhendu Ray	-do-	1	NO	2	1	3

#### Notes :

- Shri Pawankumar Ramprasad Rungta was appointed as an Additional Director effective 14th November, 2013.



### 3. AUDIT COMMITTEE :

The Audit Committee consists of 3 Non-Executive Independent Directors viz. Shri Arun Kr. Dalmia, Shri Levi A. Rubens and Shri Pawankumar Ramprasad Rungta. and 1 Non-Executive Non-Independent viz. Shri Ajit P. Walwaikar. The Company Secretary acts as Secretary to the Committee.

During the financial year 2013-14, four meetings were held on 14th May, 2013, 8th August, 2013, 14th November, 2013 and 14th February, 2014.

The attendance at each of the meetings held during the financial year 2013-14 are given below :

Member		No. of Meetings held during tenure	No. of Meetings attended	
1.	Shri Levi A. Rubens	Chairman	3	2
2.	Shri A.C. Mukherji	Member	2	2
3.	Shri Sukhendu Ray	Member	2	1
4.	Shri Arun Kr. Dalmia	Member	3	2
5.	Shri Ajit P. Walwaikar	Member	4	3
6.	Shri Pawankumar Ramprasad Rungta	Member	1	1

Shri Sukhendu Ray was a Member of the Committee till 8th August, 2013 and Shri A.C. Mukherji was a Member of the Committee till 27th September, 2013. Shri Arun Kr. Dalmia and Shri Levi A. Rubens were appointed as a Member of the Committee on 08.08.2013 and Shri Pawankumar Ramprasad Rungta was appointed as a Member of the Committee on 14.11.2013.

### 4. STAKEHOLDERS' RELATIONSHIP COMMITTEE :

Share Transfer and Shareholders/Investors' Grievance Committee was constituted in the year 2002-03 and has been re-christened as Stakeholders' Relationship Committee with effect from August 14, 2014. As on March 31, 2014 the Committee comprised of Shri Ajit P. Walwaikar (Chairman-Non-Independent Director, Non Executive), Shri Arun Kumar Dalmia (Member-Independent Director, Non Executive) and Shri Pawankumar Ramprasad Rungta (Member-Independent Director, Non Executive). Shri Pawankumar Ramprasad Rungta was inducted as a Member of this Committee with effect from 14th November, 2013.

During the year, the company received 1 complaint from Shareholders which were attended to promptly and disposed off within 15 days.

### SHAREHOLDERS'/INVESTORS' COMPLAINTS

A statement of various complaints received and redressed by the Company during the Financial Year 2013-14 are given below :

Sl.	Particulars	Nos.
1.	Complaints received from the Investors comprising of non receipt of Annual Accounts and letters received from SEBI/ROC referring the same to the Company asking to reply to the Investors.	1
2.	Complaints Resolved	1
3.	Complaints pending as at 31st March, 2014	NIL
4.	Share Transfers pending for approval as at 31st March, 2014	NIL

All the complaints were solved to the satisfaction of shareholders.

**5. NOMINATION AND REMUNERATION COMMITTEE :**

Though not mandatory, the Remuneration Committee was constituted in the year 2001-02 and has been re-christened as Nomination and Remuneration Committee with effect from August' 14, 2014. The broad terms of reference of the Nomination and Remuneration Committee are to recommend to the Board the remuneration to be paid to the Managing Director within the overall ceiling fixed by the Board.

**6. GENERAL BODY MEETINGS :**

A) Particulars of last three Annual General Meetings :

<b>AGM for the year</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>
2012-13	27.09.2013	11.00 A.M.	Registered Office 8, B.B.D. Bag (East), Kolkata - 700 001
2011-12	21.09.2012	11.00 A.M.	Registered Office 8, B.B.D. Bag (East), Kolkata - 700 001
2010-11	21.09.2011	11.00 A.M.	Registered Office 8, B.B.D. Bag (East), Kolkata - 700 001

1. No special Resolution requiring Postal Ballot was placed before the last Annual General Meeting. Similarly, no resolution requiring postal ballot is being proposed at ensuing Annual General Meeting.

B) Particulars of last three Extra-Ordinary General Meetings :

<b>Date</b>	<b>Time</b>	<b>Venue</b>
02.02.2002	10.00 A.M.	Registered Office 8, B.B.D. Bag (East), Kolkata - 700 001
27.02.1998	10.00 A.M.	Gyan Manch 11, Pretoria Street, Kolkata - 700 071
08.08.1991	12.30 P.M.	Vidya Mandir Auditorium 1, Moira Street, Kolkata - 700 017

**7. CODE OF CONDUCT :**

- The Board of Directors of the Company has laid down a comprehensive Code of Conduct for all its board members and senior management personnel.
- The affirmation of compliance of Code of Conduct for the year 2013-14 has been received from all the board members and senior management personnel.

**8. DISCLOSURES :**

**Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, Directors or relatives etc. that may have potential conflict with the interests of the company at large.**

None of the transactions with any of the related parties were in conflict with the interest of the Company. Details of the transactions effected with the related parties have been reported separately in the Annual Report.



**Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, or any matter related to the Capital Markets during the last 3 years.**

No penalties or strictures have been imposed by the Regulatory Authority at any matter related to Capital Market during the year.

**9. MEANS OF COMMUNICATION :**

The financial results of the Company are sent to Stock Exchange immediately after approval by the Board. The financial results are also published in the two leading newspapers.

**10. COMPLIANCE CERTIFICATE OF THE AUDITORS :**

Certificate of Statutory Auditors has been obtained on the compliance of conditions of Corporate Governance in deference to Clause 49 of the Listing Agreement of the Stock Exchange and the same is annexed. Copy of the certificate has been furnished to the Stock Exchange as required.

**11. SUBSIDIARY :**

The Company has only one unlisted subsidiary company namely **AOL Sugar & Industries Private Limited** which is managed with its Board having the rights and obligations to manage the Company in the best interest of their stakeholders.

**12. GENERAL SHAREHOLDER INFORMATION :**

- 52<sup>nd</sup> Annual General Meeting : Wednesday the 24th September, 2014 at 11.00 A.M.  
at the Registered Office of the Company at  
8, B.B.D. Bag (East), Kolkata - 700 001
- Financial Year : 2013-14
- Book Closure Date : 18.09.2014 to 24.09.2014
- Listed at : The Calcutta Stock Exchange Limited  
7, Lyons Range, Kolkata - 700 001

Annual Listing fees have been paid to Calcutta Stock Exchange for the year 2014-15.

**Stock Market Price Data on Calcutta Stock Exchange**

Month	Calcutta Stock Exchange	
	High (₹)	Low (₹)www
April, 2013	N.T.	N.T.
May, 2013	N.T.	N.T.
June, 2013	N.T.	N.T.
July, 2013	N.T.	N.T.
August, 2013	N.T.	N.T.
September, 2013	N.T.	N.T.
October, 2013	N.T.	N.T.
November, 2013	N.T.	N.T.
December, 2013	N.T.	N.T.
January, 2014	N.T.	N.T.
February, 2014	N.T.	N.T.
March, 2014	N.T.	N.T.

Note : N.T. denotes No Trading.

**Dematerialization :** The Equity Shares of the Company are compulsorily traded in demat form with effect from 23.11.2001 and are available for trading under both the Depository Systems in India, namely National Securities Depository Limited and Central Depository Services (India) Limited. Its International Securities Identification Number (ISIN) allotted under the Depository System is INE362E01018.

Mode of holding As on 31.03.2014	Equity Shares	
	Nos.	%
Physical	36,181	2.19
Demat (NSDL & CDSL)	16,15,896	97.81

Registrar for Dematerialization/Transfer of Shares :

M/s. S.K. Infosolutions Pvt. Ltd.

[formerly known as M/s. S.K. Computers]

34/1A, Sudhir Chatterjee Street,

Kolkata - 700 006

Phone No. : 2219-6797; Fax No. 2219-4815

Email : [mail@skcomputers.net](mailto:mail@skcomputers.net)

**Compliance Officer :**

The Company Secretary of the Company is the Compliance Officer under SEBI (Registrar to an issue and Share Transfer Agents) Regulations, 1993 and under Clause 47 of the Listing Agreement with Stock Exchange.

**SHARE TRANSFER SYSTEM :**

Shares lodged for transfer are normally processed within 15 days from the date of lodgment. All request for dematerialization of shares are processed and the confirmation is given to the Depositories within 15 days.

**Distribution of Shareholding as on 31st March, 2014 is given below :-**

Range in number of shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to - 500	7530	99.80	29,210	1.77
501 - 1000	5	0.08	4,126	0.25
1001 - 5000	2	0.02	5,504	0.33
5001 - 10000	1	0.01	7,744	0.47
10001 - and above	7	0.09	16,05,493	97.18
<b>TOTAL</b>	<b>7545</b>	<b>100.00</b>	<b>16,52,077</b>	<b>100.00</b>



Asiatic Oxygen Ltd.

**Category of shareholding as on 31st March, 2014 :**

Category	No. of Shares held	% of Shareholding
Individuals (including NRI's)	34313	2.08
Companies	382432	23.15
Promoters & Associated Companies	1227563	74.30
Mutual Funds, Fls, Banks	7769	0.47
<b>Total</b>	<b>1652077</b>	<b>100.00</b>

Plant location (I.S.R.O.) : Mahendragiri, Tirunelveli District, Tamil Nadu

Address for correspondence : ASIATIC OXYGEN LIMITED  
8, B.B.D. BAG (EAST)  
KOLKATA - 700 001

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**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

The Members

Asiatic Oxygen Limited

We have examined the compliance of conditions of Corporate Governance by Asiatic Oxygen Limited for the year ended 31st March, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the 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 our opinion and to the best of our information and according to the explanations given to us and the representations 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.

As required by the guidance note issued by the Institute of Chartered Accountants of India, we have to state that based on the representation given by the Registrars of the Company to the Investors' Grievance Committee as on March 31, 2014, there were no investors' grievance matters against the Company remaining pending for more than 30 days.

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

For and on behalf of  
**S.B.DANDEKER & CO.**  
Chartered Accountants  
Firm Regn No.301009E  
**Kedarashish Bapat**  
Partner  
M.No.- 057903

Place: Kolkata  
Date: 14th August, 2014

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of**

**ASIATIC OXYGEN LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Asiatic Oxygen Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act 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 March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, 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 account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Place: Kolkata  
Date: 14th August, 2014

For and on behalf of  
**S.B.DANDEKER & CO.**  
Chartered Accountants  
Firm Regn No.301009E  
**Kedarashish Bapat**  
Partner  
M.No.- 057903

## ANNEXURE

### Statement on matters specified in paragraphs 4 & 5 of the Companies (Auditor's Report) Order 2003, issued by the Central Government in terms of section 227(4A) of the Companies Act 1956.

1. (a) The Company is maintaining proper records to show full particulars, including quantitative details and situation of fixed assets.  
(b) The fixed assets have been physically verified by the management at reasonable intervals during the year, and no material discrepancies were noticed on such verification. In our opinion no substantial part of the fixed assets of the Company have been disposed off during the year.
2. (a) The inventory of the Company has been physically verified during the year by the management.  
(b) In our opinion the procedure 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 in respect of the inventory. The discrepancies between the physical inventory and book records, as noticed on physical verification, are not material and have been properly dealt with in the books of account.
3. (a) According to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii)(a) to (d) of the Order are not applicable to the company and hence not commented upon.  
(b) According to the information and explanations given to us, the Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii)(e) to (g) of the order are not applicable to the Company and hence not commented upon.
4. The Company has an internal control procedure commensurate with the size of the Company and nature of the business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, we have not come across, or have been informed of any continuing failure to correct the major weaknesses, if any, in the aforesaid internal control procedures.
5. (a) In accordance with the information and explanation given to us, no transactions, exceeding ₹ 5 lakhs in value, which require to be entered into a register in pursuance of section 301 of the Companies Act 1956, have been entered into by the Company during the year.  
(b) In view of our comment in paragraph 5(a) above clause (v) (b) of paragraph 4 of the said Order is not applicable.
6. In accordance with information and explanations given to us, the provisions of section 58A and 58AA of the Companies Act 1956, and rules framed there under, and directions issued by the Reserve Bank of India are inapplicable to the Company since it has not accepted any deposits from the public.
7. The Company has an internal audit system commensurate with its size and nature of business.
8. As explained to us we are of the opinion that, prima facie, the cost records and accounts as prescribed by the Central Government of India under clause (d) of subsection (1) of section 209 of the Companies Act 1956, are not required to be maintained by the company since no manufacturing activity is carried out by them.





## Asiatic Oxygen Ltd.

9. (a) In accordance with our examination of records produced before us for verification, the Company is regular in depositing of all undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Custom Duty, Excise Duty, cess and any other statutory dues, so far as applicable to the Company, with the appropriate authorities.
- (b) As explained to us, disputed statutory dues pending payment as at 31st March 2014, are as follows :-

<b>Name of the statute</b>	<b>Nature of dues</b>	<b>Amount (₹ In Lacs)</b>	<b>Period to which the amount relates</b>	<b>Forum where pending</b>
Sales Tax & VAT Laws	Sales Tax & VAT	2.52	1988-89 to 1991-92	In the High Court of Judicature at Madras
Sales Tax & VAT Laws	Sales Tax & VAT	6.11	1993-1994	In the High Court of Judicature at Madras
Sales Tax & VAT Laws	Sales Tax & VAT	9.93	1994-1995	In the High Court of Judicature at Madras
Sales Tax & VAT Laws	Sales Tax & VAT	11.01	1995-1996	In the High Court of Judicature at Madras
Sales Tax & VAT Laws	Sales Tax & VAT	15.18	1996-1997	In the High Court of Judicature at Madras
Sales Tax & VAT Laws	Sales Tax & VAT	5.28	1997-1998	Special Tribunal, Chennai A.C. (Appeal), Chennai
Sales Tax & VAT Laws	Sales Tax & VAT	7.59	1998-1999	Special Tribunal, Chennai A.C. (Appeal), Chennai

10. The Company has no accumulated losses at the end of the year. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
11. In accordance with the information and explanations given to us the Company has not defaulted in repayment of any dues of any financial institution or Bank or debenture holder.
12. The Company has not granted any loan and/or advance on the basis of security by way of pledge of shares, debentures and other securities and hence the matter regarding deficiencies in documents in respect of such loans and advances is inapplicable.
13. The Company is not a Nidhi, Mutual Benefit Fund or Society and hence we have no comments to make regarding matters concerning such organisations. Therefore the provisions of clause 4(xiii) of the Order are not applicable to the Company.
14. The Company is not dealing in or trading in shares, securities, debentures or other investments, except for certain transactions for purchase and sale of securities, which as explained to us are not in the nature of trading or dealing as aforesaid. Therefore the provisions of clause 4(xiii) of the Order are not applicable to the Company.

15. In accordance with the information and explanation given to us the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. In accordance with the information given to us, the term loan taken by the company has been applied for the purpose for which they were taken.
17. In accordance with the information and explanation given to us the Company has not made any short term borrowings.
18. In accordance with the information and explanation given to us the Company has not made any preferential allotment of equity shares to parties covered in the register maintained under section 301 of the Companies Act 1956, during the year.
19. No debentures have been issued by the Company and hence we offer no comments regarding whether securities have been created in respect of such debenture issue.
20. No public issue has been made by the Company and hence we have no comments regarding the matter of end use of money raised through such public issue.
21. In accordance with the information and explanation given to us, no fraud by or on the Company has been noticed or reported during the year.

Place: Kolkata  
Date: 14th August, 2014

For and on behalf of  
**S.B.DANDEKER & CO.**  
Chartered Accountants  
Firm Regn No.301009E  
**Kedarashish Bapat**  
Partner  
M.No.- 057903



# Asiatic Oxygen Ltd.

## BALANCE SHEET

AS AT 31ST MARCH, 2014

(₹ in thousands)

I	<u>EQUITY &amp; LIABILITIES</u>	Note No.	As at 31.03.2014	As at 31.03.2013
<b>1.</b>	<b>Shareholders' Funds:</b>			
	(a) Share Capital	2	16,521	16,521
	(b) Reserves & Surplus	3	13,98,489	13,48,860
			<b>14,15,010</b>	<b>13,65,381</b>
<b>2.</b>	<b>Non-Current Liabilities</b>			
	(a) Deferred Tax Liabilities (Net)	4	1,278	1,510
	(b) Other Long -Term Liabilities	5	17,836	17,836
	(c) Long -Term Provisions	6	2,978	2,449
			<b>22,092</b>	<b>21,795</b>
<b>3.</b>	<b>Current Liabilities</b>			
	(a) Short -Term Borrowings	7	2,676	2,676
	(b) Trade Payables	8	205	247
	(c) Other Current Liabilities	9	1,886	1,552
			<b>4,767</b>	<b>4,475</b>
	<b>TOTAL</b>		<b>14,41,869</b>	<b>13,91,651</b>
<b>II.</b>	<b><u>ASSETS</u></b>			
<b>1.</b>	<b>Non-Current Assets</b>			
	a) Fixed Assets :			
	Tangible Assets	10	<b>1,15,453</b>	1,13,374
	b) Non Current Investments	11	<b>6,30,273</b>	5,16,698
	c) Long -Term Loans & Advances	12	<b>2,97,577</b>	2,63,671
<b>2.</b>	<b>Current Assets</b>			
	a) Inventories	13	5,201	6,408
	b) Trade Receivables	14	17,975	24,066
	c) Cash & Cash Equivalents	15	28,033	93,607
	d) Short -Term Loans & Advances	16	3,13,622	3,35,506
	e) Other Current Assets	17	33,735	38,321
			<b>3,98,566</b>	<b>4,97,908</b>
	<b>TOTAL</b>		<b>14,41,869</b>	<b>13,91,651</b>

Significant accounting policies 1  
Notes forming integral part of Financial Statement 1-33

As per our Report of even date.

For **S B DANDEKER & CO.**

*Chartered Accountants*

F.R.N: 301009E

**(KEDARASHISH BAPAT)**

Partner

Membership No. 057903

Place: Kolkata

Dated: 14th August, 2014

For and on behalf of the Board

**PADMA JALAN**

Chairperson & Managing Director

**MITHUN PAUL**  
Company Secretary

**AJIT P. WALWAIKAR**  
Director

**STATEMENT OF PROFIT AND LOSS**  
 FOR THE YEAR ENDED 31ST MARCH, 2014

		(₹ in thousands)	
	Note No.	Year Ended 31.03.2014	Year Ended 31.03.2013
<b>I INCOME :</b>			
Revenue from Operations (Gross)	18	59,187	27,490
Less: Excise Duty		—	—
Revenue from Operations (Net)		<u>59,187</u>	<u>27,490</u>
Other Income	19	91,584	8,29,417
<b>Total Revenue</b>		<u><b>1,50,771</b></u>	<u><b>8,56,907</b></u>
<b>II EXPENSES :</b>			
Cost of Materials Consumed	20	37,560	9,122
Purchase of Stock-in-Trade	21	—	—
Change in Inventories of Finished goods, Work in progress & Stock in Trade	22	—	—
Employee Benefits Expense	23	19,727	17,518
Finance Costs	24	—	13
Depreciation & Amortization Expense	10	924	860
Other Expenses	25	16,774	33,140
<b>Total Expenses</b>		<u><b>74,985</b></u>	<u><b>60,653</b></u>
<b>Profit/(Loss) Before Tax</b>		<u><b>75,786</b></u>	<u><b>7,96,254</b></u>
Tax Expense			
Current Tax		26,389	1,59,472
MAT Credit Entitlement		—	(27,928)
Deferred Tax		(232)	486
<b>Total Tax Expenses</b>		<u><b>26,157</b></u>	<u><b>1,32,030</b></u>
<b>Profit/(Loss) for the Year</b>		<u><b>49,629</b></u>	<u><b>6,64,224</b></u>
Basic & Diluted Earnings Per Share (in ₹) (Face Value ₹ 10)		30.04	402.05
Weighted average number of Equity Shares outstanding		1652077	1652077

Significant accounting policies 1  
 Notes forming integral part of Financial Statement 1-33  
 As per our Report of even date.

For **S B DANDEKER & CO.**

Chartered Accountants

F.R.N: 301009E

**(KEDARASHISH BAPAT)**

Partner

Membership No. 057903

Place: Kolkata

Dated: 14th August, 2014

For and on behalf of the Board

**PADMA JALAN**

Chairperson & Managing Director

**MITHUN PAUL**

Company Secretary

**AJIT P. WALWAIKAR**

Director



**CASH FLOW STATEMENT**

	31.03.2014 (₹ in lacs)	31.03.2013 (₹ in lacs)
<b>(A) <u>Cash Flow From Operating Activities</u></b>		
Net Profit before Tax	757.86	7,962.54
<u>Add / (Less) Adjustments for</u>		
Depreciation	9.24	8.60
Provisions for Leave & Gratuity	5.29	3.17
(Profit)/Loss on sale of Fixed Assets / Investments	(86.75)	(7,516.13)
Dividend Received	(16.59)	(10.21)
Interest Income	(793.96)	(742.42)
Interest Expenses	–	0.13
Debts/Advances/Deposits Written Off	–	175.45
Security Transaction Tax Paid	0.30	0.31
	<u>(882.47)</u>	<u>(8,081.10)</u>
Operating Profit before Working Capital Changes	<u>(124.61)</u>	<u>(118.56)</u>
<u>Adjustment for</u>		
(Increase)/Decrease in Trade & other Receivables	(389.36)	(2,118.11)
(Increase)/Decrease in Inventories	12.07	(17.24)
Increase/(Decrease) in Trade Payables	2.93	12.19
	<u>(374.36)</u>	<u>(2,123.16)</u>
Cash Generated from Operations	<u>(498.97)</u>	<u>(2,241.72)</u>
Tax Paid	185.64	1,645.78
Net Cash from operating Activities	<u>(684.61)</u>	<u>(3,887.50)</u>
<b>(B) <u>Cash Flow from Investing Activities</u></b>		
(Purchase)/Sale of Fixed Assets	(30.03)	6,029.54
(Purchase)/Sale of Investments	(1,049.00)	(2,837.63)
Security Transaction Tax Paid	(0.30)	(0.31)
Interest Received	3.39	9.04
Dividend Received	16.59	10.21
Net Cash from Investing Activities	<u>(1,059.35)</u>	<u>3,210.85</u>

**CASH FLOW STATEMENT (Contd.)**

	31.03.2014 (₹ in lacs)	31.03.2013 (₹ in lacs)
<b>(C) Cash flow from Financing Activities</b>		
Loans & Other Receivables	264.00	(229.00)
Interest Paid	—	(0.13)
Interest Received	<u>824.22</u>	<u>694.66</u>
Net Cash used in Financing Activities	1,088.22	465.53
Net Increase/(Decrease) in Cash & Cash equivalents	<u>(655.74)</u>	<u>(211.12)</u>
Cash & Cash equivalents as at 31.03.2013	936.07	1,147.19
Cash & Cash equivalents as at 31.03.2014	280.33	936.07

The above Cash Flow Statement has been compiled from and is based on the audited accounts of Asiatic Oxygen Limited for the period ended 31st March, 2014 reported upon by us on 14th August, 2014.

According to the information and explanations given, the aforesaid Cash Flow Statement has been prepared pursuant to Clause 32 of listing Agreement and the reallocations required for the purpose are as made by the Company.

Significant accounting policies 1  
Notes forming integral part of Financial Statement 1-33

As per our Report of even date.

For and on behalf of the Board

For **S B DANDEKER & CO.**

*Chartered Accountants*

F.R.N: 301009E

**(KEDARASHISH BAPAT)**

Partner

Membership No. 057903

Place: Kolkata

Dated: 14th August, 2014

**PADMA JALAN**

Chairperson & Managing Director

**MITHUN PAUL**

Company Secretary

**AJIT P. WALWAIKAR**

Director

## ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### A. Basis of Accounting

The financial statements are prepared on mercantile basis under the historical cost convention in accordance with the generally accepted accounting principles in India, Accounting Standards notified under sub-section (3C) of section 211 of the Companies Act, 1956 and the other relevant provisions of the Companies Act, 1956.

#### B. Revenue Recognition

All revenue and expenses are accounted for on accrual basis. Revenue is recognized when no significant uncertainties exist in relation to the amount of eventual receipt.

#### C. Fixed Assets

Fixed assets are stated at cost of acquisition less accumulated depreciation. All direct/indirect cost and incidental expenses incurred to put them into use are capitalized.

#### D. Depreciation & Amortization

Depreciation is provided on straight line method at the rates and on the basis specified in Schedule XIV to the Companies Act, 1956.

#### E. Investments

Investments are treated as Long term and are stated at cost of acquisition. Long term investments are not adjusted for diminution in their market value if, in the opinion of the management, such diminution is temporary in nature.

#### F. Inventories

Inventories are stated at the lower of cost or net realizable value.

#### G. Employee benefits:

##### I. Short Term

Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of profit and loss of the year in which the related service is rendered.

##### II. Long Term

#### A. Provident Fund, Family pension Fund & Employees' State Insurance Scheme :

As per the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 all employees of the company are entitled to receive benefits under the provident fund & family pension fund which is defined contribution plan. These contributions are made to the fund administrated and managed by Government of India. In addition, some employees of the company are covered under Employees' State Insurance Act, 1948, which are also defined contribution schemes recognized and administered by Government of India.

The company's contributions to these schemes are recognized as expense in profit and loss account during the period in which the employee renders the related service. The company has no further obligation under these plans beyond its monthly contributions.

## ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS

### **B. Leave Encashment :**

The company provides for the liability at year end on account of unavailed earned leave as per the actuarial valuation.

### **C. Gratuity :**

The company provides for gratuity obligations at year end as per the actuarial valuation.

### **H. Taxation :**

Income Tax expense comprises current tax and deferred tax charge or credit. Provision for Current Tax is made on the basis of assessable taxable income at the rate applicable to the relevant assessment year on the basis of relevant provisions of the Income Tax Act, 1961.

Deferred tax resulting from “timing difference” between book and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be adjusted in future. Permanent timing difference adjustments are not accounted for in provisions.

### **I. Contingent Liabilities**

All liabilities have been provided for in the accounts except liabilities of contingent nature. The company does not recognize contingent liabilities but the same are disclosed in the notes on financial statements.



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2014**

	<b>31.03.2014</b> (₹ '000)	31.03.2013 (₹ '000)
<b>2. SHARE CAPITAL</b>		
<b>Authorised</b>		
17,50,000 (31st March 2013 : 17,50,000) Equity shares of ₹ 10 each	17,500	17,500
4,25,000 (31st March 2013: 4,25,000) Redeemable Preference shares of Rs. 100 each	42,500	42,500
	<b>60,000</b>	<b>60,000</b>
<b>Issued</b>		
17,31,301 Equity Shares (31st March 2013: 17,31,301) of ₹10 each	17,313	17,313
	<b>17,313</b>	<b>17,313</b>
<b>Subscribed, Called &amp; Fully Paid-up</b>		
16,29,657 (31st March 2013: 16,29,657) Equity Shares of ₹ 10 each Fully paid up in cash	16,297	16,297
22,420 (31st March 2013 : 22,420) Equity Shares of ₹ 10 each fully paid up Issued for consideration other than Cash	224	224
	<b>16,521</b>	<b>16,521</b>

**a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period**

	<b>31.03.2014</b>	31.03.2013
<b>Equity Shares</b>		
At the beginning of the period	16,52,077	16,52,077
Outstanding at the end of the period	<b>16,52,077</b>	<b>16,52,077</b>

**b. Terms/rights attached to equity shares**

The Company has one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

**c. Shareholders holding more than 5% of Equity shares at the end of the year :**

NAME OF THE SHAREHOLDERS	As at 31.03.2014		As at 31.03.2013	
	No. of Shares	Shareholding %	No. of Shares	Shareholding %
Smt Padma Jalan	<b>5,99,366</b>	<b>36.28%</b>	5,99,366	36.28%
Shree Bhagya Luxmi Resources Pvt Ltd	<b>2,94,412</b>	<b>17.82%</b>	2,94,412	17.82%
Asiatic Air-O-Gas Engg Co Ltd	<b>2,37,000</b>	<b>14.35%</b>	2,37,000	14.35%
Tanna Electro Mechanics Pvt Ltd	<b>2,32,066</b>	<b>14.05%</b>	2,32,066	14.05%
Coochbehar Trading Co Pvt Ltd	<b>96,738</b>	<b>5.85%</b>	96,738	5.85%
Pee Vee Ispat Pvt Ltd	<b>84,378</b>	<b>5.11%</b>	84,378	5.11%

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2014**

	<b>31.03.2014</b> (₹ '000)	31.03.2013 (₹ '000)
<b>3. RESERVES &amp; SURPLUS</b>		
a) <b>Capital Reserve</b> (As per last account)	<b>88,620</b>	88,620
b) <b>Capital Redemption Reserve</b> (As per last account)	<b>40,000</b>	40,000
	<b>40,000</b>	40,000
c) <b>Share Premium Reserve</b> (As per last account)	<b>148</b>	148
d) <b>General Reserve</b>		
Balance as per last account	<b>8,93,250</b>	4,93,250
Transferred from Surplus in Profit & Loss a/c	<b>30,000</b>	4,00,000
	<b>9,23,250</b>	8,93,250
e) <b>Surplus in Profit &amp; Loss Account</b>		
Balance as per last account	<b>3,26,842</b>	62,618
Add: Profit for the year	<b>49,629</b>	6,64,224
	<b>3,76,471</b>	7,26,842
Less : Transferred to General Reserve	<b>30,000</b>	4,00,000
	<b>3,46,471</b>	3,26,842
Closing Balance	<b>13,98,489</b>	13,48,860
<b>4. DEFERRED TAX LIABILITIES (NET)</b>		
Deferred Tax Liability	<b>2,244</b>	2,305
Deferred Tax Assets	<b>966</b>	795
Deferred Tax Liabilities (Net)	<b>1,278</b>	1,510
Applicable tax rate 32.44%		
Deferred tax Liability arising out of difference between Books & tax written down value of Depreciable Fixed Assets & Deferred tax Assets arising out of provision for Gratuity & Leave Encashment.		
<b>5. OTHER LONG TERM LIABILITIES</b>		
Trade Payables	<b>11,150</b>	11,150
Security Deposits	<b>6,686</b>	6,686
	<b>17,836</b>	17,836



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2014

	31.03.2014 (₹ '000)	31.03.2013 (₹ '000)
<b>6. LONG TERM PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Gratuity	1,895	1,596
Leave Salary (As per actuarial valuation)	1,083	853
	<b>2,978</b>	<b>2,449</b>
<b>7. SHORT TERM BORROWINGS</b>		
<b>Unsecured :</b>		
Deposits	2,676	2,676
	<b>2,676</b>	<b>2,676</b>
<b>8. TRADE PAYABLES</b>		
Payables to Micro, Small and Medium Enterprises	—	—
Payables to Others	205	247
	<b>205</b>	<b>247</b>
<b>9. OTHER CURRENT LIABILITIES</b>		
Other Payables	1,886	1,552
	<b>1,886</b>	<b>1,552</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2014**

<b>10. FIXED ASSETS (TANGIBLE ASSETS)</b>										
Description of Assets	Cost as at 01.04.2013	Additions during the year	Sales/ Adjust- ments during the year	Gross cost as at 31.03.2014	Depreciation upto 31.3.2013	Depreciation for the year	Depreciation on deduction /transfer	Depreciation upto 31.03.2014	Net Block as at 31.03.2014	Net Block as at 31.03.2013
<b>Tangible:</b>										
Land—Freehold	4,030	—	—	4,030	—	—	—	—	4,030	4,030
Buildings	1,05,243	—	—	1,05,243	6,652	244	—	6,896	98,347	98,591
Plant & Machinery	31,544	—	—	31,544	25,807	—	—	25,807	5,737	5,737
Motor Vehicles	7,313	—	—	7,313	3,591	515	—	4,106	3,207	3,722
Office Equipment & Furniture	5,479	2,282	—	7,761	4,185	165	—	4,350	3,411	1,294
Ships (Boat)	—	721	—	721	—	—	—	—	721	—
<b>Total :</b>	1,53,609	3,003	—	1,56,612	40,235	924	—	41,159	1,15,453	1,13,374
Previous Year	57,357	98,371	2,119	1,53,609	40,052	860	677	40,235	1,13,374	—

**Notes :**

1. Depreciation on fixed assets is charged on straight line method under Section 205(2)(b) of the Companies Act 1956 as per rates prescribed in the schedule XIV of the Companies Act 1956.
2. No Depreciation is charged on Plant & Machinery and Boat since the same is not put to use during the year.



## 11. NON CURRENT INVESTMENTS (Non Trade Investment) (At Cost)

(₹ '000)

	No. of Shares/Units	Amount as on 31.03.14	No. of Shares/ Units	Amount as on 31.03.13
<b>A. A. Quoted</b>				
<b><u>Equity Shares (Quoted)</u></b>				
Adani Port & Special Economic Zone Ltd	–	–	1,590	240
Astral Poly technik Ltd	1,512	474	2,240	621
International Paper APPM Ltd	1,439	224	1,439	224
Bihar Air Products Ltd	1,51,258	2,249	1,51,258	2,249
BHEL Limited	–	–	2,000	909
Coal India Ltd	–	–	8,720	2,712
Colgate-Palmolive Ltd	–	–	100	124
Dr. Reddy Laboratories Ltd	1,100	1,901	1,100	1,901
Escorts Ltd	19,000	2,542	19,000	2,542
Financial Technologies Ltd	–	–	115	88
Gandhi Special Tube Ltd	–	–	500	63
Geodesic Ltd	–	–	37,500	1,541
Glaxosmithkline Pharmaceuticals Ltd.	850	1,899	850	1,899
Grasim Industries Ltd	–	–	45	97
HDFC Bank Ltd	385	189	385	189
Jindal Steel & Power Ltd	–	–	310	185
JSW Steels Ltd	1,000	1,212	1,000	1,212
Jyothy Laboratories Ltd	–	–	1,810	150
Karur Vysya Bank Ltd	11,238	4,559	11,238	4,559
Larsen & Toubro Ltd	589	537	393	537
Maruti Suzuki India Ltd	170	203	170	203
NHPC Limited	–	–	10,000	234
ONGC Limited	–	–	2,000	529
Oriental Bank of Commerce	–	–	500	145
Oracle Financial & Services Ltd	–	–	50	104
Piramal Glass Limited	–	–	12,668	1,376
Power Grid Corporation Of India Limited	–	–	38,094	3,617
Punjab National Bank	–	–	2,500	1,879
Redington India Ltd	–	–	2,770	222
Reliance Industries Ltd	–	–	395	331
Shriram Transport Finance Company Limited	2,500	1,941	2,500	1,940
Sintex Industries Ltd	22,300	1,987	22,300	1,987

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2014**

	No. of Shares/Units	Amount as on 31.03.14	No. of Shares/ Units	Amount as on 31.03.13
SML ISUZU Limited	1,265	571	2,925	1,358
State Bank Of India Ltd	27	52	700	1,938
Standard Chartered PLC	-	-	2,075	160
Stride Arcolab Ltd	1,300	1,483	1,300	1,483
Talwalkers Better Value Fitness Ltd	-	-	7,500	1,552
Tata Power Limited	-	-	1,000	123
TCS Ltd	215	239	215	239
Thermax Ltd	-	-	100	61
Vikas WSP Ltd	-	-	3,000	193
Zyodus Wellness Ltd	-	-	330	138
		<b>22,262</b>		<b>41,854</b>
<b><u>Quoted Shares (held under PMS A/c with Trust Investment Advisors Pvt Ltd)</u></b>				
Britannia Industries Ltd	1,573	970	1,009	497
Delta Corp Ltd	-	-	1,704	139
Divis Laboratories Ltd	1,703	1,965	1,222	1,372
HDFC Bank Ltd	4,790	3,045	2,127	1,343
Hinduja Global Solutions Ltd	-	-	1,235	399
Hero Motorcorp Ltd	559	1,011	-	-
Maruti Suzuki India Ltd	1,559	2,284	752	1,009
Orient Green Power Company Ltd	-	-	37,442	434
Page Industries Ltd	162	636	118	393
Piramal Enterprises Ltd	1,399	700	644	300
Praj Industries Ltd	25,717	1,169	10,530	527
Justdial Ltd	363	214	-	-
Singer India Ltd	-	-	1,196	111
Stride Arcolab Ltd	1,916	725	-	-
Symphony Ltd	1,138	430	-	-
Tata Communications Ltd	11,499	2,660	4,217	1,002
United Spirits Ltd	270	538	162	252
Wockhardt Ltd	-	-	691	1,005
		<b>16,347</b>		<b>8,783</b>
<b><u>Quoted Shares (held under PMS A/c with IDFC Investment Advisors Ltd)</u></b>				
Adani Port & Special Economic Zone Ltd	937	128	937	128
DQ Entertainment International Ltd	1,948	133	1,966	134



# Asiatic Oxygen Ltd.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2014

	No. of Shares/Units	Amount as on 31.03.14	No. of Shares/ Units	Amount as on 31.03.13
Gateway Distriparks Ltd	528	79	528	79
IRB Infrastructure Developers Ltd	1,177	181	1,177	181
Larsen & Toubro Ltd	216	176	144	176
Nava bharat Ventures Ltd	589	115	589	115
Sanghvi Movers Ltd	608	64	608	64
Tulip Telecom Ltd	427	63	427	63
Torrent Power Ltd	373	72	373	72
VA Tech Wabag Ltd	695	342	695	342
		<b>1,353</b>		<b>1,354</b>
<b><u>Investment in Bonds &amp; Debentures</u></b>				
Tata Steel Ltd 11.80% Bonds (FV Rs 10 Lac Each)	97	1,03,721	97	1,03,721
Tata Power Co Ltd 10.75% Bonds (FV Rs 10 Lac Each)	20	20,060	20	20,060
India Infrastructure Finance Co Ltd 9.41% Bonds (FV ₹ 10 Lac Each)	–	–	50	51,745
Gujarat State Petroleum Ltd 10.45% Bonds (FV ₹ 10 Lac Each)	40	42,498	40	42,498
Religare Finvest Ltd 12.15% Bonds (FV ₹ 1000/- Each)	30,000	29,645	30,000	29,645
Foods Corporation of India Ltd 8.80% Bonds (FV ₹ 10 Lac Each)	–	–	55	55,083
Shriram Transport Finance Co.Ltd 10.25% Bonds (FV ₹ 10 lac Each)	50	50,235	50	50,235
India Infoline Finance Ltd 11.70% Bonds (FV ₹ 1000/- Each)	25,000	24,542	25,000	24,542
Dr Reddy's Laboratories Ltd- 9.25% NCD	–	–	6,600	–
Vijay Associates (Wadhwa) Construction Pvt Ltd (NCD) (FV ₹ 1 Lac Each)	–	–	250	3,360
Lily Realty Pvt Ltd (NCD @ 19%) (FV ₹ 1 Lac Each)	50	5,254	–	–
Shriram Transport Finance Ltd NCD 3 (NCD)	8,490	10,014	8,490	10,014
		<b>2,85,969</b>		<b>3,90,903</b>
		<b>3,25,931</b>		<b>4,42,894</b>
<b>TOTAL OF QUOTED INVESTMENTS</b>				
<b>B</b>	<b><u>Unquoted Equity Shares</u></b>			
	<b><u>In Subsidiary Company:</u></b>			
AOL Sugar & Industries Pvt Ltd	9,980	100	–	–
		<b>100</b>		<b>–</b>
<b><u>Others:</u></b>				
Asiatic Air-O-Gas Engg Co Ltd (₹ 100/- each)	43,585	3,126	43,585	3,126
Esols Worldwide Pvt. Ltd	9,50,000	9,500	9,50,000	9,500
HMS Infotech Private Ltd	64	40	64	40
JacksonBlock Facility Services Private Limited	1	–	–	–
Kanoria Securities & Financial Services Ltd	17,000	171	17,000	171

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2014**

	No. of Shares/Units	Amount as on 31.03.14	No. of Shares/ Units	Amount as on 31.03.13
Karmic Labs Private Limited	741	2,000	–	–
Maximojo Software Pvt Ltd	5	17	5	17
Pee Vee Ispat Pvt Ltd ( Rs. 100/- each)	450	45	450	45
Pick Me E-Solutions India Private Limited	10	8	–	–
Pradyumna Finance & Properties Ltd	1,25,000	1,263	1,25,000	1,263
Samaresh Investments Ltd	2,44,590	2,471	2,44,590	2,471
Shree Bhagya Luxmi Resources Pvt Ltd	46,300	463	46,300	463
The Andhra Oxygen Pvt Ltd	25,000	250	25,000	250
WAH Holidays Pvt Ltd	11	17	–	–
		<b>19,371</b>		<b>17,346</b>
		<b>19,471</b>		<b>17,346</b>
<b><u>Unquoted Equity Shares- (Investment under PMS A/c -IDFC Investment Advisors Ltd)</u></b>				
GMR Energy Ltd	2,549	31	–	–
G R Infra Projects Ltd	993	202	993	202
Intarvo Technologies Ltd	645	130	645	130
One 97 Communication Ltd	881	217	881	217
		<b>580</b>		<b>549</b>
<b><u>Unquoted Preference Shares</u></b>				
eSols Worldwide Pvt Ltd (FV ₹ 100)	5,000	500	5,000	500
Edelweiss Commodities Services Ltd(14.625% CRPS) (FV ₹ 10)	3,40,000	5,100	–	–
United Mobile Apps Pvt Ltd (FV ₹ 10)	115	702	43	272
HMS Infotech Private Ltd (0.001% Cumulative Compulsory Convertible Redeemable Preference Shares) (FV ₹ 100)	1,743	1,759	1,743	1,759
Maximojo Software Pvt Ltd (Non Cumulative Compulsory Convertible Preference Shares )(FV ₹ 100)	127	433	127	433
Maximojo Software Pvt Ltd (Series A Non Cumulative Compulsory Convertible Preference Shares )(FV ₹ 10)	132	450	–	–
Pick ME E-Solution India Pvt Ltd (11% Non- Cumulative Preference Shares (FV ₹ 10)	453	367	–	–
JackonBlock Facility Services Pvt Ltd (Compulsory Convertible Cumulative Preference Shares ) (FV ₹ 10)	322	869	–	–
Squeakee Media Pvt Ltd (0.001% Series A compulsory convertible Non cumulative Preference Shares) (FV ₹ 10)	300	600	–	–
Infrastructure Leasing & Financial Services Ltd (16.06% Non-Convertible Redeemable Cumulative Preference Shares)	1,200	15,030	–	–
WAH Holidays Pvt Ltd ( FV ₹ 10 each)	302	483	–	–
		<b>26,293</b>		<b>2,964</b>



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2014**

	No. of Shares/Units	Amount as on 31.03.14	No. of Shares/ Units	Amount as on 31.03.13
<b><u>Unquoted Preference Shares- (Investment under PMS A/c -IDFC Investment Advisors Ltd)</u></b>				
GMR Energy Limited (Compulsory Convertible Preference Shares)( FV ₹ 1000)	269	269	300	300
Intarvo Technologies Ltd (Compulsory Convertible Preference Shares)	240	16	240	16
Regen Powertech Pvt Ltd (Compulsory Convertible Preference Shares)	650	459	650	459
		<b>744</b>		<b>775</b>
<b><u>Investment in Mutual Funds : (Unquoted)</u></b>				
Aditya Birla Private Equity-Sunrise Fund	18,750.000	1,875	12,500.000	1,250
ASK Pravi Private Equity Opportunity Fund	33.000	3,500	18.000	2,000
Birla Sun Life Short Term opportunities fund-G-RP	30,06,280.347	59,500	-	-
DWS Money Plus Fund-Institutional Plan-Weekly Dividend	392.838	4	110.824	1
DWS Money Plus Fund-Regular Plan-Weekly Dividend	4,697.766	47	4,697.766	47
DSP Black Rock Income Opportunities Fund Regular Plan-Growth	10,46,797.063	20,000	-	-
Edelweiss Stressed and Troubled Asset Revival Fund - 1	150.000	1,500	100.000	1,000
HDFC Top 200 Fund- Growth	45,250.302	10,000	45,250.302	10,000
ICICI Venture Plan(India Advantage Fund-S 3 III)	18,000.000	1,853	12,500.000	1,303
IDFC Super Saver Income fund Investment plan-Growth(Regular Plan)	22,07,644.312	63,547	-	-
India Business Excellence Fund-II	10,000.000	1,000	-	-
ICICI Prudential Venture Capital Fund Real Estate Scheme-I	5,000.000	28,876	5,000.000	15,000
Liquid Benchmark DD Dividend Reinvestment	0.892	1	0.892	1
Templeton India Ultra Short Bond Fund-Super Institutional Plan-Direct (Growth)	-	-	4,40,932.652	6,675
Templeton India Ultra Short Bond Fund-Super Institutional Plan-(Growth)	-	-	1,07,023.480	1,569
Templeton India Short Term Income Retail Plan -Growth	20,555.424	50,000	-	-
		<b>2,41,703</b>		<b>38,846</b>
<b><u>Mutual Funds (held under PMS A/c with IDFC Investment Advisor Pvt Ltd) : (Unquoted)</u></b>				
IDFC- Money Manager Fund- Treasury Plan-Direct Plan-Daily Dividend	8,360.656	84	13,309.829	134
		<b>84</b>		<b>134</b>
<b><u>Mutual Funds (held under PMS A/c with Trust Investment Advisor Ltd):- (Unquoted)</u></b>				
DSP Blackrock Money Manager Fund- Regular -Daily Dividend	-	-	598.632	600
Morgan Stanley Liquid Fund-Regular Daily Dividend	2784.217	2,786	-	-
		<b>2,786</b>		<b>600</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2014**

	No. of Shares/Units	Amount as on 31.03.14	No. of Shares/ Units	Amount as on 31.03.13
<b><u>Investment in Foreign Joint Venture</u></b>				
Solus Scientific Solution Ltd (FV GBP 0.01 @ 18 Pound)	2,780	3,976	2,780	3,976
Stravencon Ltd (FV GBP 0.1P @ 5.35P)	18,68,688	8,614	18,68,688	8,614
		<b>12,590</b>		<b>12,590</b>
Investment in Arts & Painting		91		-
		<b>91</b>		<b>-</b>
<b>TOTAL OF UNQUOTED INVESTMENTS</b>		<b>3,04,342</b>		<b>73,804</b>
<b>Grand Total</b>		<b>6,30,273</b>		<b>5,16,698</b>

	2013-14		2012-2013	
	Book Value ₹ '000	Market value ₹ '000	Book Value ₹ '000	Market value ₹ '000
Quoted	3,25,931	3,29,940	4,42,894	4,36,841
Unquoted	3,04,342		73,804	

Investment in Quoted Shares includes ₹ 22.49 Lacs in Bihar Air Product Ltd, a Joint Venture Company.

	31.03.2014 (₹ '000)	31.03.2013 (₹ '000)
<b>12. <u>LONG TERM LOANS &amp; ADVANCES</u></b>		
Unsecured and considered Good		
Loans	53,099	53,099
Advance to related party	2,27,955	1,94,100
Deposits	16,523	16,472
	<b>2,97,577</b>	<b>2,63,671</b>
<b>13. <u>INVENTORIES</u></b>		
Stock in Trade (in respect of Traded Goods)	2,886	2,886
Stores & Chemicals	2,315	3,522
(Valued at Cost or Market value whichever is lower)		
	<b>5,201</b>	<b>6,408</b>
<b>14. <u>TRADE RECEIVABLES</u></b>		
Unsecured, considered good		
Trade receivables outstanding for a period exceeding six months	15,456	18,223
Others	2,519	5,843
	<b>17,975</b>	<b>24,066</b>



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2014**

	<b>31.03.2014</b> (₹ '000)	31.03.2013 (₹ '000)
<b>15. <u>CASH &amp; CASH EQUIVALENTS</u></b>		
Cash on Hand	74	59
Balance with Banks :		
In Currents Accounts	21,840	86,810
In fixed Deposit Accounts	6,119	6,738
(Fixed Deposits of ₹ 41.19 lacs are pledged with the bank against guarantee issued by banks of ₹ 37.50 lacs & of ₹ 20.00 lacs are pledged for Overdraft facility).		
	<b>28,033</b>	<b>93,607</b>
<b>16. <u>SHORT TERM LOANS &amp; ADVANCES</u></b>		
Unsecured, considered good		
a) Loans :		
- Others	2,41,499	2,67,899
b) Advances recoverable in cash or in kind or for value to be received	23,902	11,560
c) MAT Credit Entitlements	49,666	21,738
Recognised/(Availed) during the year.	(10,985)	27,928
	38,681	49,666
d) Income Tax Payments (Net of Provisions)	9,540	6,381
	<b>3,13,622</b>	<b>3,35,506</b>
<b>17. <u>OTHER CURRENT ASSETS</u></b>		
a) Prepaid Expenses	601	541
b) Accrued Interest on Bank Deposits/ICD/Bonds	14,150	17,515
c) Other Receivables	18,984	20,265
	<b>33,735</b>	<b>38,321</b>
<b>18. <u>REVENUE FROM OPERATIONS</u></b>		
Other Operating Revenues		
- Contract Job	59,187	27,490
	59,187	27,490
Less: Excise Duty	-	-
	<b>59,187</b>	<b>27,490</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2014**

	<b>31.03.2014</b> (₹ '000)	31.03.2013 (₹ '000)
<b>19. <u>OTHER INCOME</u></b>		
Interest Received	79,396	74,242
Dividend Received	1,659	1,021
Profit / (Loss) on Sale of Fixed Assets (Net)	–	7,29,883
Profit / (Loss) on Sale of Investments (Net)	8,675	21,730
Miscellaneous Income	1,854	2,541
	<b>91,584</b>	<b>8,29,417</b>
<b>20. <u>COST OF MATERIALS CONSUMED</u></b>		
Opening Stock	3,038	1,225
Add : Purchases	36,505	10,935
	39,543	12,160
Less : Closing Stock	1,983	3,038
	<b>37,560</b>	<b>9,122</b>
<b>21. <u>PURCHASE OF STOCK IN TRADE</u></b>		
LPG Gases & Accessories	–	–
	–	–
<b>22. <u>CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS &amp; STOCK IN TRADE</u></b>		
<b><u>Opening Stock</u></b>		
LPG Gases & Accessories	188	188
Cylinders	2,698	2,698
	<b>2,886</b>	<b>2,886</b>
<b><u>Less: Closing Stock</u></b>		
LPG Gases & Accessories	188	188
Cylinders	2,698	2,698
	<b>2,886</b>	<b>2,886</b>
	–	–
<b>23. <u>EMPLOYEE BENEFITS EXPENSE</u></b>		
Salary, Wages & Bonus	15,657	13,553
Gratuity	299	238
Contribution to Provident Fund & other Funds	1,201	1,113
Staff Welfare Expenses	2,570	2,614
	<b>19,727</b>	<b>17,518</b>
<b>24. <u>FINANCE COSTS</u></b>		
Interest Paid on Bank Overdraft	–	13
	–	<b>13</b>



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2014

	31.03.2014 (₹ '000)	31.03.2013 (₹ '000)
<b>25. OTHER EXPENSES</b>		
Rent Paid	299	285
Conveyance Expenses	446	508
Travelling Expenses	6,167	5,730
Legal & Professional Charges	1,301	1,683
Directors' Fees	34	41
Filing Fees	8	5
Security Charges	573	534
Repair & Maintenance Charges		
- to Plant & Machineries	1,544	1,618
- to Others	1,343	776
Rates & Taxes	82	60
Payment to Auditors:		
-Audit fees	22	22
-Tax Audit fees	6	6
-Other Taxation and Certification matters	11	11
Telephone Expenses	293	267
Motor Car & Cycle Expenses	2,226	1,958
Debts/Advances/deposits written off	-	17,545
Insurance	657	537
Security Transaction Tax	30	31
Miscellaneous Expenses	1,732	1,523
	<b>16,774</b>	<b>33,140</b>

**26. CONTINGENT LIABILITIES NOT PROVIDED FOR**

- A. Sales Tax Demand of Rs 57.62 Lakhs (Previous Year ₹ 57.62 Lakhs) being disputed in appeal.  
 B. Guarantees issued by the Banks on behalf of the company ₹ 37.50 Lakhs (Previous Year ₹ 37.50 Lakhs) fully covered by Fixed Deposits with the Banks.

**27. EMPLOYEE BENEFITS**

The disclosures as required as per the revised AS 15 are as under:

**A. Defined Contribution Plan**

Contribution to Defined Contribution Plan, recognised as expense for the year are as under:

	2013-14 (₹ '000)	2012-2013 (₹ '000)
Contribution to Provident Fund	589	510
Contribution to Pension Fund	344	341
Contribution to E.S.I	158	163
Contribution to D.L.I	24	21
Contribution to P.F & D.L.I Admn Charges	86	78
	<b>1,201</b>	<b>1,113</b>





**29. EARNING PER SHARE**

Earning Per Share (EPS) is calculated in accordance with Accounting Standard-20 as under:

	2013-14	2012-2013
Net Profit After Tax (₹ in ' 000)	49,629	6,64,224
Weighted Average No.of Equity Shares (Nos)	16,52,077	16,52,077
Nominal Value per Equity Share (₹)	10	10
Earning Per Share (Basic and Diluted) (₹)	30.04	402.05

**30. Expenditure in Foreign Currency**

Travelling

	2013-14 (₹ '000)	2012-2013 (₹ '000)
	3,222	2,076

**31. Remittance in Foreign Currency on account of new project**

Professional and Consultation fees

	6,163	–
--	-------	---

**32 Comparison between consumption of imported and indigenous raw materials during the year**

	2013-14		2012-2013	
	Value (₹ '000)	Percentage	Value (₹ '000)	Percentage
Imported	–	–	–	–
Indigenous	37,560	100	9,122	100
	<b>37,560</b>	<b>100</b>	<b>9,122</b>	<b>100</b>

**33.** Previous year's figures have been recast/re-stated to conform to the classification of the current year.

As per our Report of even date.

For **S B DANDEKER & CO.**

Chartered Accountants

F.R.N: 301009E

**(KEDARASHISH BAPAT)**

Partner

Membership No. 057903

Place: Kolkata

Dated: 14th August, 2014

For and on behalf of the Board

**PADMA JALAN**

Chairperson & Managing Director

**MITHUN PAUL**  
Company Secretary

**AJIT P. WALWAIKAR**  
Director

# **CONSOLIDATED**



**INDEPENDENT AUDITOR'S REPORT  
To THE BOARD OF DIRECTORS OF  
ASIATIC OXYGEN LIMITED**

**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **Asiatic Oxygen Limited** ("the Company"), and its subsidiary, **AOL Sugar & Industries Private Ltd.**, which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act 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 consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

- (b) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

For and on behalf of  
**S.B.DANDEKER & CO.**  
*Chartered Accountants*  
Firm Regn No.301009E

**Kedarashish Bapat**  
*Partner*

M.No.- 057903

Place: Kolkata,

Date: 14th August, 2014



# Asiatic Oxygen Ltd.

## CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH, 2014

(₹ in thousands)

I	<b><u>EQUITY &amp; LIABILITIES</u></b>	Note No.	As at 31.03.2014	As at 31.03.2013
<b>1.</b>	<b>Shareholders' Funds:</b>			
	(a) Share Capital	2	16,521	16,521
	(b) Reserves & Surplus	3	13,98,489	13,48,860
			<b>14,15,010</b>	<b>13,65,381</b>
	<b>Minority Interest</b>		-	-
<b>2.</b>	<b>Non-Current Liabilities</b>			
	(a) Deferred Tax Liabilities (Net)	4	1,278	1,510
	(b) Other Long -Term Liabilities	5	17,836	17,836
	(c) Long -Term Provisions	6	2,978	2,449
			<b>22,092</b>	<b>21,795</b>
<b>3.</b>	<b>Current Liabilities</b>			
	(a) Short -Term Borrowings	7	2,676	2,676
	(b) Trade Payables	8	205	247
	(c) Other Current Liabilities	9	1,886	1,552
			<b>4,767</b>	<b>4,475</b>
	<b>TOTAL</b>		<b>14,41,869</b>	<b>13,91,651</b>
<b>II.</b>	<b><u>ASSETS</u></b>			
<b>1.</b>	<b>Non-Current Assets</b>			
	a) Fixed Assets :			
	Tangible Assets	10	1,15,453	1,13,374
	Non Current Investments	11	6,30,273	5,16,698
	Long -Term Loans & Advances	12	2,97,577	2,63,671
<b>2.</b>	<b>Current Assets</b>			
	a) Inventories	13	5,201	6,408
	b) Trade Receivables	14	17,975	24,066
	c) Cash & Cash Equivalents	15	28,033	93,607
	d) Short -Term Loans & Advances	16	3,13,622	3,35,506
	e) Other Current Assets	17	33,735	38,321
			<b>3,98,566</b>	<b>4,97,908</b>
	<b>TOTAL</b>		<b>14,41,869</b>	<b>13,91,651</b>

Significant accounting policies 1  
Notes forming integral part of Financial Statement 1-33

As per our Report of even date.

For **S B DANDEKER & CO.**

Chartered Accountants

F.R.N: 301009E

**(KEDARASHISH BAPAT)**

Partner

Membership No. 057903

Place: Kolkata

Dated: 14th August, 2014

For and on behalf of the Board

**PADMA JALAN**

Chairperson & Managing Director

**MITHUN PAUL**  
Company Secretary

**AJIT P. WALWAIKAR**  
Director

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS**

FOR THE YEAR ENDED 31ST MARCH, 2014

(₹ in thousands)

	Note No.	Year Ended 31.03.2014	Year Ended 31.03.2013
<b>I INCOME :</b>			
Revenue from Operations (Gross)	18	59,187	27,490
Less: Excise Duty		—	—
Revenue from Operations (Net)		<b>59,187</b>	<b>27,490</b>
Other Income	19	91,584	8,29,417
<b>Total Revenue</b>		<b>1,50,771</b>	<b>8,56,907</b>
<b>II EXPENSES :</b>			
Cost of Materials Consumed	20	37,560	9,122
Purchase of Stock-in-Trade	21	—	—
Change in Inventories of Finished goods, Work in progress & Stock in Trade	22	—	—
Employee Benefits Expense	23	19,727	17,518
Finance Costs	24	—	13
Depreciation & Amortization Expense	10	924	860
Other Expenses	25	16,774	33,140
<b>Total Expenses</b>		<b>74,985</b>	<b>60,653</b>
<b>Profit/(Loss) Before Tax</b>		<b>75,786</b>	<b>7,96,254</b>
Tax Expense			
Current Tax		26,389	1,59,472
MAT Credit Entitlement		—	(27,928)
Deferred Tax		(232)	486
<b>Total Tax Expenses</b>		<b>26,157</b>	<b>1,32,030</b>
<b>Profit/(Loss) for the Year</b>		<b>49,629</b>	<b>6,64,224</b>
Basic & Diluted Earnings Per Share (in ₹) (Face Value ₹ 10)		30.04	402.05
Weighted average number of Equity Shares outstanding		1652077	1652077

Significant accounting policies 1  
 Notes forming integral part of Financial Statement 1-33  
 As per our Report of even date.

For **S B DANDEKER & CO.**

Chartered Accountants

F.R.N: 301009E

**(KEDARASHISH BAPAT)**

Partner

Membership No. 057903

Place: Kolkata

Dated: 14th August, 2014

For and on behalf of the Board

**PADMA JALAN**

Chairperson & Managing Director

**MITHUN PAUL**  
 Company Secretary

**AJIT P. WALWAIKAR**  
 Director

## CONSOLIDATED CASH FLOW STATEMENT

	31.03.2014 (₹ in lacs)	31.03.2013 (₹ in lacs)
<b>(A) <u>Cash Flow From Operating Activities</u></b>		
Net Profit before Tax	757.86	7,962.54
<u>Add / (Less) Adjustments for</u>		
Depreciation	9.24	8.60
Provisions for Leave & Gratuity	5.29	3.17
(Profit)/Loss on sale of Fixed Assets / Investments	(86.75)	(7,516.13)
Dividend Received	(16.59)	(10.21)
Interest Income	(793.96)	(742.42)
Interest Expenses	–	0.13
Debts/Advances/Deposits Written Off	–	175.45
Security Transaction Tax Paid	0.30	0.31
	<u>(882.47)</u>	<u>(8,081.10)</u>
Operating Profit before Working Capital Changes	(124.61)	(118.56)
<u>Adjustment for</u>		
(Increase)/Decrease in Trade & other Receivables	(389.36)	(2,118.11)
(Increase)/Decrease in Inventories	12.07	(17.24)
Increase/(Decrease) in Trade Payables	2.93	12.19
	<u>(374.36)</u>	<u>(2,123.16)</u>
Cash Generated from Operations	(498.97)	(2,241.72)
Tax Paid	185.64	1,645.78
Net Cash from operating Activities	<u>(684.61)</u>	<u>(3,887.50)</u>
<b>(B) <u>Cash Flow from Investing Activities</u></b>		
(Purchase)/Sale of Fixed Assets	(30.03)	6,029.54
(Purchase)/Sale of Investments	(1,048.00)	(2,837.63)
Security Transaction Tax Paid	(0.30)	(0.31)
Interest Received	3.39	9.04
Dividend Received	16.59	10.21
Net Cash from Investing Activities	<u>(1,058.35)</u>	<u>3,210.85</u>

**CONSOLIDATED CASH FLOW STATEMENT (Contd.)**

	31.03.2014 (₹ in lacs)	31.03.2013 (₹ in lacs)
<b>(C) Cash flow from Financing Activities</b>		
Loans & Other Receivables	264.00	(229.00)
Interest Paid	—	(0.13)
Interest Received	<u>824.22</u>	<u>694.66</u>
Net Cash used in Financing Activities	1,088.22	465.53
Net Increase/(Decrease) in Cash & Cash equivalents	<u>(654.74)</u>	<u>(211.12)</u>
Cash & Cash equivalents as at 31.03.2013	936.07	1,147.19
Cash & Cash equivalents as at 31.03.2014	281.33	936.07

The above Cash Flow Statement has been compiled from and is based on the audited accounts of Asiatic Oxygen Limited for the period ended 31st March, 2014 reported upon by us on 14th August, 2014.

According to the information and explanations given, the aforesaid Cash Flow Statement has been prepared pursuant to Clause 32 of listing Agreement and the reallocations required for the purpose are as made by the Company.

Significant accounting policies 1  
 Notes forming integral part of Financial Statement 1-33  
 As per our Report of even date.  
 For **S B DANDEKER & CO.**  
*Chartered Accountants*  
 F.R.N: 301009E  
**(KEDARASHISH BAPAT)**  
 Partner  
 Membership No. 057903  
 Place: Kolkata  
 Dated: 14th August, 2014

For and on behalf of the Board

**PADMA JALAN**  
 Chairperson & Managing Director

**MITHUN PAUL**  
 Company Secretary

**AJIT P. WALWAIKAR**  
 Director



## ACCOUNTING POLICIES AND NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

### 1. SIGNIFICANT ACCOUNTING POLICIES

#### A. Basis of Accounting

The financial statements are prepared on mercantile basis under the historical cost convention in accordance with the generally accepted accounting principles in India, Accounting Standards notified under sub-section (3C) of section 211 of the Companies Act, 1956 and the other relevant provisions of the Companies Act, 1956.

#### B. Revenue Recognition

All revenue and expenses are accounted for on accrual basis. Revenue is recognized when no significant uncertainties exist in relation to the amount of eventual receipt.

#### C. Fixed Assets

Fixed assets are stated at cost of acquisition less accumulated depreciation. All direct/indirect cost and incidental expenses incurred to put them into use are capitalized.

#### D. Depreciation & Amortization

Depreciation is provided on straight line method at the rates and on the basis specified in Schedule XIV to the Companies Act, 1956.

#### E. Investments

Investments are treated as Long term and are stated at cost of acquisition. Long term investments are not adjusted for diminution in their market value if, in the opinion of the management, such diminution is temporary in nature.

#### F. Inventories

Inventories are stated at the lower of cost or net realizable value.

#### G. Employee benefits:

##### I. Short Term

Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of profit and loss of the year in which the related service is rendered.

##### II. Long Term

#### A. Provident Fund, Family pension Fund & Employees' State Insurance Scheme :

As per the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 all employees of the company are entitled to receive benefits under the provident fund & family pension fund which is defined contribution plan. These contributions are made to the fund administrated and managed by Government of India. In addition, some employees of the company are covered under Employees' State Insurance Act, 1948, which are also defined contribution schemes recognized and administered by Government of India.

The company's contributions to these schemes are recognized as expense in profit and loss account during the period in which the employee renders the related service. The company has no further obligation under these plans beyond its monthly contributions.

## ACCOUNTING POLICIES AND NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

### B. Leave Encashment :

The company provides for the liability at year end on account of unavailed earned leave as per the actuarial valuation.

### C. Gratuity :

The company provides for gratuity obligations at year end as per the actuarial valuation.

### H. Taxation :

Income Tax expense comprises current tax and deferred tax charge or credit. Provision for Current Tax is made on the basis of assessable taxable income at the rate applicable to the relevant assessment year on the basis of relevant provisions of the Income Tax Act, 1961.

Deferred tax resulting from “timing difference” between book and taxable profit for the year is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be adjusted in future. Permanent timing difference adjustments are not accounted for in provisions.

### I. Contingent Liabilities

All liabilities have been provided for in the accounts except liabilities of contingent nature. The company does not recognize contingent liabilities but the same are disclosed in the notes on financial statements.

### J. Principles of Consolidation

- (a) The Financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, and the Accounting Standards issued under the Companies Accounting Standard Rules, 2006.
- (b) Consolidated Financial Statements relates to M/s. Asiatic Oxygen Ltd (the Company) and its subsidiary M/s AOL Sugar & Industries Private Ltd, a Company incorporated in India, which was incorporated on 27th November' 2013.

The Company's interest in Subsidiary is 99.8 %.

The Consolidated Financial Statements are in conformity with the AS-21 issued under the Companies Accounting Standard Rules, 2006 and prepared on the following basis:

- i) The financial statements of the Company and its Subsidiary have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intercompany balances and transactions.
- ii) The Consolidated Financial Statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- iii) Minority interest in the Consolidated Financial Statements is identified and recognized after taking into consideration the amount of equity attributable to minority at date on which investments in subsidiary is made. However the minority interest of 0.2% amounting to Rs 200/- is not reflected in the Consolidated Financial Statements since all figures are rounded off to the nearest thousand rupees.



**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

	<b>31.03.2014</b> (₹ '000)	31.03.2013 (₹ '000)
<b>2. SHARE CAPITAL</b>		
<b>Authorised</b>		
17,50,000 (31st March 2013 : 17,50,000) Equity shares of ₹ 10 each	17,500	17,500
4,25,000 (31st March 2013: 4,25,000) Redeemable Preference shares of Rs. 100 each	42,500	42,500
	<b>60,000</b>	<b>60,000</b>
<b>Issued</b>		
17,31,301 Equity Shares (31st March 2013: 17,31,301) of ₹10 each	17,313	17,313
	<b>17,313</b>	<b>17,313</b>
<b>Subscribed, Called &amp; Fully Paid-up</b>		
16,29,657 (31st March 2013: 16,29,657) Equity Shares of ₹ 10 each Fully paid up in cash	16,297	16,297
22,420 (31st March 2013 : 22,420) Equity Shares of ₹ 10 each fully paid up Issued for consideration other than Cash	224	224
	<b>16,521</b>	<b>16,521</b>

**a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period**

	<b>31.03.2014</b>	31.03.2013
<b>Equity Shares</b>		
At the beginning of the period	16,52,077	16,52,077
Outstanding at the end of the period	<b>16,52,077</b>	<b>16,52,077</b>

**b. Terms/rights attached to equity shares**

The Company has one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.

**c. Shareholders holding more than 5% of Equity shares at the end of the year :**

NAME OF THE SHAREHOLDERS	As at 31.03.2014		As at 31.03.2013	
	No. of Shares	Shareholding %	No. of Shares	Shareholding %
Smt Padma Jalan	<b>5,99,366</b>	<b>36.28%</b>	5,99,366	36.28%
Shree Bhagya Luxmi Resources Pvt Ltd	<b>2,94,412</b>	<b>17.82%</b>	2,94,412	17.82%
Asiatic Air-O-Gas Engg Co Ltd	<b>2,37,000</b>	<b>14.35%</b>	2,37,000	14.35%
Tanna Electro Mechanics Pvt Ltd	<b>2,32,066</b>	<b>14.05%</b>	2,32,066	14.05%
Coochbehar Trading Co Pvt Ltd	<b>96,738</b>	<b>5.85%</b>	96,738	5.85%
Pee Vee Ispat Pvt Ltd	<b>84,378</b>	<b>5.11%</b>	84,378	5.11%

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

	<b>31.03.2014</b> (₹ '000)	31.03.2013 (₹ '000)
<b>3. RESERVES &amp; SURPLUS</b>		
a) <b>Capital Reserve</b> (As per last account)	<b>88,620</b>	88,620
b) <b>Capital Redemption Reserve</b> (As per last account)	<b>40,000</b>	40,000
	<b>40,000</b>	40,000
c) <b>Share Premium Reserve</b> (As per last account)	<b>148</b>	148
d) <b>General Reserve</b>		
Balance as per last account	<b>8,93,250</b>	4,93,250
Transferred from Surplus in Profit & Loss a/c	<b>30,000</b>	4,00,000
	<b>9,23,250</b>	8,93,250
e) <b>Surplus in Profit &amp; Loss Account</b>		
Balance as per last account	<b>3,26,842</b>	62,618
Add: Profit for the year	<b>49,629</b>	6,64,224
	<b>3,76,471</b>	7,26,842
Less : Transferred to General Reserve	<b>30,000</b>	4,00,000
	<b>3,46,471</b>	3,26,842
Closing Balance	<b>13,98,489</b>	13,48,860
<b>4. DEFERRED TAX LIABILITIES (NET)</b>		
Deferred Tax Liability	<b>2,244</b>	2,305
Deferred Tax Assets	<b>966</b>	795
Deferred Tax Liabilities (Net)	<b>1,278</b>	1,510
Applicable tax rate 32.44%		
Deferred tax Liability arising out of difference between Books & tax written down value of Depreciable Fixed Assets & Deferred tax Assets arising out of provision for Gratuity & Leave Encashment.		
<b>5. OTHER LONG TERM LIABILITIES</b>		
Trade Payables	<b>11,150</b>	11,150
Security Deposits	<b>6,686</b>	6,686
	<b>17,836</b>	17,836



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

	31.03.2014 (₹ '000)	31.03.2013 (₹ '000)
<b>6. LONG TERM PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Gratuity	1,895	1,596
Leave Salary (As per actuarial valuation)	1,083	853
	<b>2,978</b>	<b>2,449</b>
<b>7. SHORT TERM BORROWINGS</b>		
<b>Unsecured :</b>		
Deposits	2,676	2,676
	<b>2,676</b>	<b>2,676</b>
<b>8. TRADE PAYABLES</b>		
Payables to Micro, Small and Medium Enterprises	–	–
Payables to Others	205	247
	<b>205</b>	<b>247</b>
<b>9. OTHER CURRENT LIABILITIES</b>		
Other Payables	1,886	1,552
	<b>1,886</b>	<b>1,552</b>

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH' 2014

(Rs. '000)										
Description of Assets	Cost as at 01.04.2013	Additions during the year	Sales/ Adjustments during the year	Gross cost as at 31.03.2014	Depreciation upto 31.3.2013	Depreciation for the year	Depreciation on deduction /transfer	Depreciation upto 31.03.2014	Net Block as at	Net Block as at
									31.03.2014	31.03.2014
<b>Tangible:</b>										
Land—Freehold	4,030	—	—	4,030	—	—	—	—	4,030	4,030
Buildings	1,05,243	—	—	1,05,243	6,652	244	—	6,896	98,347	98,591
Plant & Machinery	31,544	—	—	31,544	25,807	—	—	25,807	5,737	5,737
Motor Vehicles	7,313	—	—	7,313	3,591	515	—	4,106	3,207	3,722
Office Equipment & Furniture	5,479	2,282	—	7,761	4,185	165	—	4,350	3,411	1,294
Ships (Boat)	—	721	—	721	—	—	—	—	721	—
<b>Total :</b>	<b>1,53,609</b>	<b>3,003</b>	<b>—</b>	<b>1,56,612</b>	<b>40,235</b>	<b>924</b>	<b>—</b>	<b>41,159</b>	<b>1,15,453</b>	<b>1,13,374</b>
Previous Year	57,357	98,371	2,119	1,53,609	40,052	860	677	40,235	1,13,374	1,13,374

**Notes :**

- Depreciation on fixed assets is charged on straight line method under Section 205(2)(b) of the Companies Act 1956 as per rates prescribed in the schedule XIV of the Companies Act 1956.
- No Depreciation is charged on Plant & Machinery and Boat since the same is not put to use during the year.



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

11. NON CURRENT INVESTMENTS (Non Trade Investment) (At Cost)

(₹ '000)

	No. of Shares/Units	Amount as on 31.03.14	No. of Shares/ Units	Amount as on 31.03.13
<b>A. A. Quoted</b>				
<b><u>Equity Shares (Quoted)</u></b>				
Adani Port & Special Economic Zone Ltd	–	–	1,590	240
Astral Poly technik Ltd	1,512	474	2,240	621
International Paper APPM Ltd	1,439	224	1,439	224
Bihar Air Products Ltd	1,51,258	2,249	1,51,258	2,249
BHEL Limited	–	–	2,000	909
Coal India Ltd	–	–	8,720	2,712
Colgate-Palmolive Ltd	–	–	100	124
Dr. Reddy Laboratories Ltd	1,100	1,901	1,100	1,901
Escorts Ltd	19,000	2,542	19,000	2,542
Financial Technologies Ltd	–	–	115	88
Gandhi Special Tube Ltd	–	–	500	63
Geodesic Ltd	–	–	37,500	1,541
Glaxosmithkline Pharmaceuticals Ltd.	850	1,899	850	1,899
Grasim Industries Ltd	–	–	45	97
HDFC Bank Ltd	385	189	385	189
Jindal Steel & Power Ltd	–	–	310	185
JSW Steels Ltd	1,000	1,212	1,000	1,212
Jyothy Laboratories Ltd	–	–	1,810	150
Karur Vysya Bank Ltd	11,238	4,559	11,238	4,559
Larsen & Toubro Ltd	589	537	393	537
Maruti Suzuki India Ltd	170	203	170	203
NHPC Limited	–	–	10,000	234
ONGC Limited	–	–	2,000	529
Oriental Bank of Commerce	–	–	500	145
Oracle Financial & Services Ltd	–	–	50	104
Piramal Glass Limited	–	–	12,668	1,376
Power Grid Corporation Of India Limited	–	–	38,094	3,617
Punjab National Bank	–	–	2,500	1,879
Redington India Ltd	–	–	2,770	222
Reliance Industries Ltd	–	–	395	331
Shriram Transport Finance Company Limited	2,500	1,941	2,500	1,940
Sintex Industries Ltd	22,300	1,987	22,300	1,987

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

	No. of Shares/Units	Amount as on 31.03.14	No. of Shares/ Units	Amount as on 31.03.13
SML ISUZU Limited	1,265	571	2,925	1,358
State Bank Of India Ltd	27	52	700	1,938
Standard Chartered PLC	-	-	2,075	160
Stride Arcolab Ltd	1,300	1,483	1,300	1,483
Talwalkers Better Value Fitness Ltd	-	-	7,500	1,552
Tata Power Limited	-	-	1,000	123
TCS Ltd	215	239	215	239
Thermax Ltd	-	-	100	61
Vikas WSP Ltd	-	-	3,000	193
Zyodus Wellness Ltd	-	-	330	138
		<b>22,262</b>		<b>41,854</b>
<b><u>Quoted Shares (held under PMS A/c with Trust Investment Advisors Pvt Ltd)</u></b>				
Britannia Industries Ltd	1,573	970	1,009	497
Delta Corp Ltd	-	-	1,704	139
Divis Laboratories Ltd	1,703	1,965	1,222	1,372
HDFC Bank Ltd	4,790	3,045	2,127	1,343
Hinduja Global Solutions Ltd	-	-	1,235	399
Hero Motorcorp Ltd	559	1,011	-	-
Maruti Suzuki India Ltd	1,559	2,284	752	1,009
Orient Green Power Company Ltd	-	-	37,442	434
Page Industries Ltd	162	636	118	393
Piramal Enterprises Ltd	1,399	700	644	300
Praj Industries Ltd	25,717	1,169	10,530	527
Justdial Ltd	363	214	-	-
Singer India Ltd	-	-	1,196	111
Stride Arcolab Ltd	1,916	725	-	-
Symphony Ltd	1,138	430	-	-
Tata Communications Ltd	11,499	2,660	4,217	1,002
United Spirits Ltd	270	538	162	252
Wockhardt Ltd	-	-	691	1,005
		<b>16,347</b>		<b>8,783</b>
<b><u>Quoted Shares (held under PMS A/c with IDFC Investment Advisors Ltd)</u></b>				
Adani Port & Special Economic Zone Ltd	937	128	937	128
DQ Entertainment International Ltd	1,948	133	1,966	134



**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

	No. of Shares/Units	Amount as on 31.03.14	No. of Shares/ Units	Amount as on 31.03.13
Gateway Distriparks Ltd	528	79	528	79
IRB Infrastructure Developers Ltd	1,177	181	1,177	181
Larsen & Toubro Ltd	216	176	144	176
Nava bharaat Ventures Ltd	589	115	589	115
Sanghvi Movers Ltd	608	64	608	64
Tulip Telecom Ltd	427	63	427	63
Torrent Power Ltd	373	72	373	72
VA Tech Wabag Ltd	695	342	695	342
		<b>1,353</b>		<b>1,354</b>
<b>Investment in Bonds &amp; Debentures</b>				
Tata Steel Ltd 11.80% Bonds (FV Rs 10 Lac Each)	97	1,03,721	97	1,03,721
Tata Power Co Ltd 10.75% Bonds (FV Rs 10 Lac Each)	20	20,060	20	20,060
India Infrastructure Finance Co Ltd 9.41% Bonds (FV ₹ 10 Lac Each)	–	–	50	51,745
Gujarat State Petroleum Ltd 10.45% Bonds (FV ₹ 10 Lac Each)	40	42,498	40	42,498
Religare Finvest Ltd 12.15% Bonds (FV ₹ 1000/- Each)	30,000	29,645	30,000	29,645
Foods Corporation of India Ltd 8.80% Bonds (FV ₹ 10 Lac Each)	–	–	55	55,083
Shriram Transport Finance Co.Ltd 10.25% Bonds (FV ₹ 10 lac Each)	50	50,235	50	50,235
India Infoline Finance Ltd 11.70% Bonds (FV ₹ 1000/- Each)	25,000	24,542	25,000	24,542
Dr Reddy's Laboratories Ltd- 9.25% NCD	–	–	6,600	–
Vijay Associates (Wadhwa) Construction Pvt Ltd (NCD) (FV ₹ 1 Lac Each)	–	–	250	3,360
Lily Realty Pvt Ltd (NCD @ 19%) (FV ₹ 1 Lac Each)	50	5,254	–	–
Shriram Transport Finance Ltd NCD 3 (NCD)	8,490	10,014	8,490	10,014
		<b>2,85,969</b>		<b>3,90,903</b>
		<b>3,25,931</b>		<b>4,42,894</b>
<b>TOTAL OF QUOTED INVESTMENTS</b>				
<b>B Unquoted Equity Shares</b>				
Asiatic Air-O-Gas Engg Co Ltd (₹ 100/- each)	43,585	3,126	43,585	3,126
Esols Worldwide Pvt. Ltd	9,50,000	9,500	9,50,000	9,500
HMS Infotech Private Ltd	64	40	64	40
JackonBlock Facility Services Private Limited	1	–	–	–
Kanoria Securities & Financial Services Ltd	17,000	171	17,000	171
Karmic Labs Private Limited	741	2,000	–	–
Maximojo Software Pvt Ltd	5	17	5	17
Pee Vee Ispat Pvt Ltd ( Rs. 100/- each)	450	45	450	45
Pick Me E-Solutions India Private Limited	10	8	–	–

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

	No. of Shares/Units	Amount as on 31.03.14	No. of Shares/ Units	Amount as on 31.03.13
Pradyumna Finance & Properties Ltd	1,25,000	1,263	1,25,000	1,263
Samaresh Investments Ltd	2,44,590	2,471	2,44,590	2,471
Shree Bhagya Luxmi Resources Pvt Ltd	46,300	463	46,300	463
The Andhra Oxygen Pvt Ltd	25,000	250	25,000	250
WAH Holidays Pvt Ltd	11	17	-	-
		<b>19,371</b>		<b>17,346</b>
<b><u>Unquoted Equity Shares- (Investment under PMS A/c -IDFC Investment Advisors Ltd)</u></b>				
GMR Energy Ltd	2,549	31	-	-
G R Infra Projects Ltd	993	202	993	202
Intarvo Technologies Ltd	645	130	645	130
One 97 Communication Ltd	881	217	881	217
		<b>580</b>		<b>549</b>
<b><u>Unquoted Preference Shares</u></b>				
eSols Worldwide Pvt Ltd (FV ₹ 100)	5,000	500	5,000	500
Edelweiss Commodities Services Ltd(14.625% CRPS) (FV ₹ 10)	3,40,000	5,100	-	-
United Mobile Apps Pvt Ltd (FV ₹ 10)	115	702	43	272
HMS Infotech Private Ltd (0.001% Cumulative Compulsory Convertible Redeemable Preference Shares) (FV ₹ 100)	1,743	1,759	1,743	1,759
Maximojo Software Pvt Ltd (Non Cumulative Compulsory Convertible Preference Shares )(FV ₹ 100)	127	433	127	433
Maximojo Software Pvt Ltd (Series A Non Cumulative Compulsory Convertible Preference Shares )(FV ₹ 10)	132	450	-	-
Pick ME E-Solution India Pvt Ltd (11% Non- Cumalative Preference Shares (FV ₹ 10)	453	367	-	-
JackonBlock Facility Services Pvt Ltd (Compulsory Convertible Cumalative Preference Shares ) (FV ₹ 10)	322	869	-	-
Squeakee Media Pvt Ltd (0.001% Series A compulsory convertible Non cumalative Preference Shares) (FV ₹ 10)	300	600	-	-
Infrastructure Leasing & Financial Services Ltd (16.06% Non-Convertible Redeemable Cumalative Preference Shares)	1,200	15,030	-	-
WAH Holidays Pvt Ltd ( FV ₹ 10 each)	302	483	-	-
		<b>26,293</b>		<b>2,964</b>





**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

	No. of Shares/Units	Amount as on 31.03.14	No. of Shares/ Units	Amount as on 31.03.13
<b><u>Unquoted Preference Shares- (Investment under PMS A/c -IDFC Investment Advisors Ltd)</u></b>				
GMR Energy Limited (Compulsory Convertible Preference Shares)( FV ₹ 1000)	269	269	300	300
Intarvo Technologies Ltd (Compulsory Convertible Preference Shares)	240	16	240	16
Regen Powertech Pvt Ltd (Compulsory Convertible Preference Shares)	650	459	650	459
		<b>744</b>		<b>775</b>
<b><u>Investment in Mutual Funds : (Unquoted)</u></b>				
Aditya Birla Private Equity-Sunrise Fund	18,750.000	1,875	12,500.000	1,250
ASK Pravi Private Equity Opportunity Fund	33.000	3,500	18.000	2,000
Birla Sun Life Short Term opportunities fund-G-RP	30,06,280.347	59,500	-	-
DWS Money Plus Fund-Institutional Plan-Weekly Dividend	392.838	4	110.824	1
DWS Money Plus Fund-Regular Plan-Weekly Dividend	4,697.766	47	4,697.766	47
DSP Black Rock Income Opportunities Fund Regular Plan-Growth	10,46,797.063	20,000	-	-
Edelweiss Stressed and Troubled Asset Revival Fund - 1	150.000	1,500	100.000	1,000
HDFC Top 200 Fund- Growth	45,250.302	10,000	45,250.302	10,000
ICICI Venture Plan(India Advantage Fund-S 3 III)	18,000.000	1,853	12,500.000	1,303
IDFC Super Saver Income fund Investment plan-Growth(Regular Plan)	22,07,644.312	63,547	-	-
India Business Excellence Fund-II	10,000.000	1,000	-	-
ICICI Prudential Venture Capital Fund Real Estate Scheme-I	5,000.000	28,876	5,000.000	15,000
Liquid Benchmark DD Dividend Reinvestment	0.892	1	0.892	1
Templeton India Ultra Short Bond Fund-Super Institutional Plan-Direct (Growth)	-	-	4,40,932.652	6,675
Templeton India Ultra Short Bond Fund-Super Institutional Plan-(Growth)	-	-	1,07,023.480	1,569
Templeton India Short Term Income Retail Plan -Growth	20,555.424	50,000	-	-
		<b>2,41,703</b>		<b>38,846</b>
<b><u>Mutual Funds (held under PMS A/c with IDFC Investment Advisor Pvt Ltd) : (Unquoted)</u></b>				
IDFC- Money Manager Fund- Treasury Plan-Direct Plan-Daily Dividend	8,360.656	84	13,309.829	134
		<b>84</b>		<b>134</b>
<b><u>Mutual Funds (held under PMS A/c with Trust Investment Advisor Ltd):- (Unquoted)</u></b>				
DSP Blackrock Money Manager Fund- Regular -Daily Dividend	-	-	598.632	600
Morgan Stanley Liquid Fund-Regular Daily Dividend	2784.217	2,786	-	-
		<b>2,786</b>		<b>600</b>

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

	No. of Shares/Units	Amount as on 31.03.14	No. of Shares/ Units	Amount as on 31.03.13
<b><u>Investment in Foreign Joint Venture</u></b>				
Solus Scientific Solution Ltd (FV GBP 0.01 @ 18 Pound)	2,780	3,976	2,780	3,976
Stravencon Ltd (FV GBP 0.1P @ 5.35P)	18,68,688	8,614	18,68,688	8,614
		<b>12,590</b>		<b>12,590</b>
Investment in Arts & Painting		91		-
		<b>91</b>		<b>-</b>
<b>TOTAL OF UNQUOTED INVESTMENTS</b>		<b>3,04,242</b>		<b>73,804</b>
<b>Grand Total</b>		<b>6,30,173</b>		<b>5,16,698</b>

	2013-14		2012-2013	
	Book Value ₹ '000	Market value ₹ '000	Book Value ₹ '000	Market value ₹ '000
Quoted	3,25,931	3,29,940	4,42,894	4,36,841
Unquoted	3,04,242		73,804	

Investment in Quoted Shares includes ₹ 22.49 Lacs in Bihar Air Product Ltd, a Joint Venture Company.

	31.03.2014 (₹ '000)	31.03.2013 (₹ '000)
<b>12. <u>LONG TERM LOANS &amp; ADVANCES</u></b>		
Unsecured and considered Good		
Loans	53,099	53,099
Advance to related party	2,27,955	1,94,100
Deposits	16,523	16,472
	<b>2,97,577</b>	<b>2,63,671</b>
<b>13. <u>INVENTORIES</u></b>		
Stock in Trade (in respect of Traded Goods)	2,886	2,886
Stores & Chemicals	2,315	3,522
(Valued at Cost or Market value whichever is lower)		
	<b>5,201</b>	<b>6,408</b>
<b>14. <u>TRADE RECEIVABLES</u></b>		
Unsecured, considered good		
Trade receivables outstanding for a period exceeding six months	15,456	18,223
Others	2,519	5,843
	<b>17,975</b>	<b>24,066</b>



NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

	<b>31.03.2014</b> (₹ '000)	31.03.2013 (₹ '000)
<b>15. <u>CASH &amp; CASH EQUIVALENTS</u></b>		
Cash on Hand	74	59
Balance with Banks :		
In Currents Accounts	21,840	86,810
In fixed Deposit Accounts	6,119	6,738
(Fixed Deposits of ₹ 41.19 lacs are pledged with the bank against guarantee issued by banks of ₹ 37.50 lacs & of ₹ 20.00 lacs are pledged for Overdraft facility).		
	<b>28,033</b>	<b>93,607</b>
<b>16. <u>SHORT TERM LOANS &amp; ADVANCES</u></b>		
Unsecured, considered good		
a) Loans :		
- Others	2,41,499	2,67,899
b) Advances recoverable in cash or in kind or for value to be received	23,902	11,560
c) MAT Credit Entitlements	49,666	21,738
Recognised/(Availed) during the year.	(10,985)	27,928
	38,681	49,666
d) Income Tax Payments (Net of Provisions)	9,540	6,381
	<b>3,13,622</b>	<b>3,35,506</b>
<b>17. <u>OTHER CURRENT ASSETS</u></b>		
a) Prepaid Expenses	601	541
b) Accrued Interest on Bank Deposits/ICD/Bonds	14,150	17,515
c) Other Receivables	18,984	20,265
	<b>33,735</b>	<b>38,321</b>
<b>18. <u>REVENUE FROM OPERATIONS</u></b>		
Other Operating Revenues		
- Contract Job	59,187	27,490
	59,187	27,490
Less: Excise Duty	-	-
	<b>59,187</b>	<b>27,490</b>

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

	<b>31.03.2014</b> (₹ '000)	31.03.2013 (₹ '000)
<b>19. <u>OTHER INCOME</u></b>		
Interest Received	79,396	74,242
Dividend Received	1,659	1,021
Profit / (Loss) on Sale of Fixed Assets (Net)	–	7,29,883
Profit / (Loss) on Sale of Investments (Net)	8,675	21,730
Miscellaneous Income	1,854	2,541
	<b>91,584</b>	<b>8,29,417</b>
<b>20. <u>COST OF MATERIALS CONSUMED</u></b>		
Opening Stock	3,038	1,225
Add : Purchases	36,505	10,935
	39,543	12,160
Less : Closing Stock	1,983	3,038
	<b>37,560</b>	<b>9,122</b>
<b>21. <u>PURCHASE OF STOCK IN TRADE</u></b>		
LPG Gases & Accessories	–	–
	–	–
<b>22. <u>CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS &amp; STOCK IN TRADE</u></b>		
<b><u>Opening Stock</u></b>		
LPG Gases & Accessories	188	188
Cylinders	2,698	2,698
	2,886	2,886
<b><u>Less: Closing Stock</u></b>		
LPG Gases & Accessories	188	188
Cylinders	2,698	2,698
	<b>2,886</b>	<b>2,886</b>
	–	–
<b>23. <u>EMPLOYEE BENEFITS EXPENSE</u></b>		
Salary, Wages & Bonus	15,657	13,553
Gratuity	299	238
Contribution to Provident Fund & other Funds	1,201	1,113
Staff Welfare Expenses	2,570	2,614
	<b>19,727</b>	<b>17,518</b>
<b>24. <u>FINANCE COSTS</u></b>		
Interest Paid on Bank Overdraft	–	13
	–	<b>13</b>



**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

	31.03.2014 (₹ '000)	31.03.2013 (₹ '000)
<b>25. OTHER EXPENSES</b>		
Rent Paid	299	285
Conveyance Expenses	446	508
Travelling Expenses	6,167	5,730
Legal & Professional Charges	1,301	1,683
Directors' Fees	34	41
Filing Fees	8	5
Security Charges	573	534
Repair & Maintenance Charges		
- to Plant & Machineries	1,544	1,618
- to Others	1,343	776
Rates & Taxes	82	60
Payment to Auditors:		
- Audit fees	22	22
- Tax Audit fees	6	6
- Other Taxation and Certification matters	11	11
Telephone Expenses	293	267
Motor Car & Cycle Expenses	2,226	1,958
Debts/Advances/deposits written off	-	17,545
Insurance	657	537
Security Transaction Tax	30	31
Miscellaneous Expenses	1,732	1,523
	<b>16,774</b>	<b>33,140</b>

**26. CONTINGENT LIABILITIES NOT PROVIDED FOR**

- A. Sales Tax Demand of Rs 57.62 Lakhs (Previous Year ₹ 57.62 Lakhs) being disputed in appeal.
- B. Guarantees issued by the Banks on behalf of the company ₹ 37.50 Lakhs (Previous Year ₹ 37.50 Lakhs) fully covered by Fixed Deposits with the Banks.

**27. EMPLOYEE BENEFITS**

The disclosures as required as per the revised AS 15 are as under:

**A. Defined Contribution Plan**

Contribution to Defined Contribution Plan, recognised as expense for the year are as under:

	2013-14 (₹ '000)	2012-2013 (₹ '000)
Contribution to Provident Fund	589	510
Contribution to Pension Fund	344	341
Contribution to E.S.I	158	163
Contribution to D.L.I	24	21
Contribution to P.F & D.L.I Admn Charges	86	78
	<b>1,201</b>	<b>1,113</b>



**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

**29. EARNING PER SHARE**

Earning Per Share (EPS) is calculated in accordance with Accounting Standard-20 as under:

	2013-14	2012-2013
Net Profit After Tax (₹ in '000)	49,629	6,64,224
Weighted Average No. of Equity Shares (Nos)	16,52,077	16,52,077
Nominal Value per Equity Share (₹)	10	10
Earning Per Share (Basic and Diluted) (₹)	30.04	402.05

**30. Expenditure in Foreign Currency**

Travelling

	2013-14 (₹ '000)	2012-2013 (₹ '000)
Travelling	3,222	2,076
Professional and Consultation fees	6,163	–

**31. Remittance in Foreign Currency on account of new project**

Professional and Consultation fees

**32. Comparison between consumption of imported and indigenous raw materials during the year**

	2013-14		2012-2013	
	Value (₹ '000)	Percentage	Value (₹ '000)	Percentage
Imported	–	–	–	–
Indigenous	37,560	100	9,122	100
	<b>37,560</b>	<b>100</b>	<b>9,122</b>	<b>100</b>

**33.** Previous year's figures have been recast/re-stated to conform to the classification of the current year.

As per our Report of even date.

For **S B DANDEKER & CO.**

Chartered Accountants

F.R.N: 301009E

**(KEDARASHISH BAPAT)**

Partner

Membership No. 057903

Place: Kolkata

Dated: 14th August, 2014

For and on behalf of the Board

**PADMA JALAN**

Chairperson & Managing Director

**MITHUN PAUL**

Company Secretary

**AJIT P. WALWAIKAR**

Director











**ASIATIC OXYGEN LTD.**

Regd. Office - 8 B.B.D. Bag (East), Kolkata - 700 001. CIN. L24111WB1961PLC025067  
Tel : 91 33 22307391. Fax : 91 33 22306317

**Attendance Slip**

PLEASE FILL THE ATENADANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL 52nd ANNUAL GENERAL MEETING ON WEDNESDAY, THE 24TH SEPTEMBER, 2014 AT 11.00 A.M At 8, B.B.D.Bag (East), Kolkata - 700 001 .

Folio No. .... DPID No. .... Client ID No. ....

Name of the Member: ..... Signature: .....

Name of the Proxyholder: ..... Signature: .....

- 1. Only Member/Proxyholder can attend the Meeting.
- 2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

**ASIATIC OXYGEN LTD.**

Regd. Office - 8 B.B.D. Bag (East), Kolkata - 700 001. CIN. L24111WB1961PLC025067  
Tel : 91 33 22307391. Fax : 91 33 22306317

**Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member(s):		Email Id:	
Registered address:		Folio No./Client ID No.	
		DP ID No:	

I/ We, being the member(s) of .....Shares of Asiatic Oxygen Ltd., hereby appoint-

- 1) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him

and whose signature (s) are appended below as my / our proxy to attend and vote (on poll) for me/us and on my/our behalf at

the 52nd Annual General Meeting of the Company, to be held on Wednesday, 24th September, 2014 at 11.00 a.m. at "Regd. Office- 8 B.B.D. Bag (East), Kolkata-700 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sr. No.	Resolutions	For	Against
1	Adoption of Audited Statement of Profit & Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended 31st March, 2014		
2	Re-Appointment of Mr. Ajay Kumar Kanoria who retires by rotation		
3	Re-Appointment of Auditors and fixing their remuneration		

Sr. No.	Resolutions	For	Against
4	Special Resolution under section 188 of the Companies Act, 2013 to enter into Leave and License Agreement between the Company and Smt. Vandana Ajay Kanoria, for renting of Alibaug bungalow for use as holiday home for the whole time director and the employees of the Company in Maharashtra.		
5	Appointment of Mr. Arun Kumar Dalmia as an Independent Director		
6	Appointment of Mr. Levi Asher Rubens as an Independent Director		
7	Appointment of Mr. Pawankumar Ramprasad Rungta as an Independent Director		

Signed this ..... day of .....2014.

Signature of Member.....

Signature of Proxy holder(s).....

Affix revenue stamp
---------------------------

**NOTES:** This Form of Proxy in order to be effective should be duly stamped, completed, signed, deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

*If undelivered please return to :*



**Asiatic Oxygen Ltd.**

REGD. OFFICE : 8, B. B. D. BAG (EAST), KOLKATA - 700 001