

**SICAL**  
COFFEE DAY CO.

**Sical Logistics Ltd**

South India House  
73 Armenian Street  
Chennai 600 001 India  
Phone : 91.44.66157016 Fax : 91.44.66157017

Ref.:SICAL/SD/2013

03rd September, 2013

Bombay Stock Exchange Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai :: 400 001  
Phone : 022-22721234/22721233

Dear Sirs,


Sub : Annual Report 2012-13  
Ref : Clause 31 [a] & [c] of the Listing Agreement.

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Pursuant to Clause 31[a] & [c] of the Listing Agreement, please find enclosed 6 copies of the Annual Report of the company for the year 2012-13 along with Form A and the notice for the 58th Annual General Meeting of the Company to be held on 24th September, 2013 as sent to the shareholders for your records.

Thanking you,

Yours faithfully,  
For Sical Logistics Limited

  
V. Radhakrishnan  
Company Secretary

Encl : As stated.

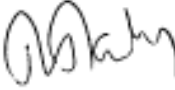
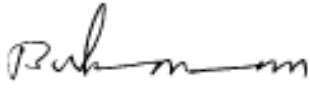
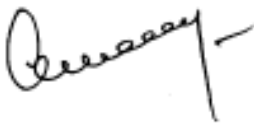
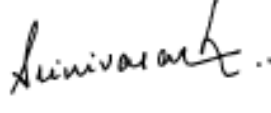
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**SICAL**  
COFFEE DAY CO.

**FORM A**

**Format of covering letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company:	Sical Logistics Limited
2.	Annual financial statements for the year ended	31st March, 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	<ul style="list-style-type: none"><li>• Managing Director </li><li>• CFO </li><li>• Auditor of the company </li><li>• Audit Committee Chairman x </li></ul>	

# SICAL LOGISTICS LTD.

**SICAL**  
COFFEE DAY CO.

Lean. Fast. Agile

India's Leading Integrated Logistics Solution Provider



Annual Report  
2012-13

To be the most Reliable, Trusted and Preferred logistics partner across Business, providing Cost Effective, Innovative and Best-Fit solutions for customers, ultimately enhancing value for all its Stakeholders.

## Inside

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Disclaimer: The information and opinions contained in this document do not constitute an offer to buy any of Sical's securities, businesses, products, or services. The document might contain forward-looking statements qualified by words such as 'expect', 'plan', 'estimate', 'believe', 'project', 'intends', 'exploit', and 'anticipates', that we believe to be true at the time of the preparation of the document. The actual events may differ from those anticipated in these statements because of risk, and uncertainty of the validity of our assumptions. Sical does not take on any obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

# QUICK INFORMATION

## Board

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R Ram Mohan	Managing Director
Kush Desai	Director
SR Ramakrishnan	Director
HR Srinivasan	Director
AS Sundaresha	Director
H Rathnakar Hegde	Director

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### Registered office

South India House  
73 Armenian Street  
Chennai 600001

Voice +91 44 66157016  
Fax +91 44 66157017  
Email [secl@sical.com](mailto:secl@sical.com)  
Web [www.sical.in](http://www.sical.in)

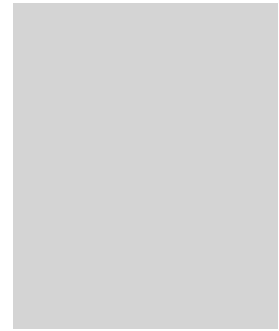
### Bankers

Bank of Baroda  
IDBI Bank  
IIFCL  
Indus Ind Bank  
ING Vysya Bank  
The Ratnakar Bank  
UCO Bank  
United Bank of India  
YES Bank

### Auditors

CNGSN & Associates  
Chartered Accountants  
20 Raja Street T Nagar  
Chennai 600017

Company secretary  
V Radhakrishnan



# BUSINESS SNAPSHOT

## Port Operations

Handling of dry and liquid bulk cargo at various ports. Services include customs house agency, shipping agency and stevedoring.

## Container Terminals

Handling of containers at Tuticorin container terminal in association with PSA International Pte Ltd.

## CFS/ICD

Container freight stations at Chennai, Vizag, Tuticorin and ICD at Melpakkam

## Trucking and Warehousing

Bulk (dry and liquid), project, ODC, fertilizer, metals, and packaged goods; transported across India.

## Bulk Terminals

Exclusive berth, namely, Jawahar Dock 5 at Chennai port to handle large vessels.

Iron ore terminal at Ennore Port.

Deep draft berth for handling iron ore under implementation at New Mangalore Port.

## Container Trains

Pan-India container rail operations

Being operated on pan-India basis for the movement of edible oil, glasses, pipes, scraps, cereals, granite, marbles, tiles, and copper concentrates.

# BUSINESS STRUCTURE

22% | Promoters  
53% | Co-promoters  
25% | Public



## Sical Logistics

Port operations, Trucking and Warehousing



- › Sical Iron Ore Terminal (Mangalore) | 100%  
Iron ore terminal at Mangalore port
- › Bergen Offshore Logistics | 100%  
Offshore logistics
  - › Norse Global Offshore | 100%  
Offshore logistics
- › Norse Offshore India | 100%  
Offshore logistics
- › Sical Adams Offshore | 100%  
Offshore logistics
- › Sical Iron Ore Terminal | 63%  
Iron ore terminal at Ennore
- › Sical Infra Assets | 53.60%  
SPV for asset-intensive businesses
  - › Sical Multimodal and Rail Transport | 100%  
Pan-India container train operations and CFS/ICD
    - › Sical Sattva Rail Terminals | 50%  
Container terminal operations in JV with Sattva
  - › Nagpur Sical Gupta Road Terminal | 77%  
Road terminal
  - › Nagpur Sical Gupta Logistics | 71%  
Rail terminal
- › Ennore Automotive Logistics | 40.92%  
Automotive yard logistics in JV with MOL & Toyofuji, Japan
- › PSA Sical | 37.50%  
Container terminal in JV with PSA International Pte. Ltd.



# END-TO-END INTEGRATED MULTIMODAL DELIVERY

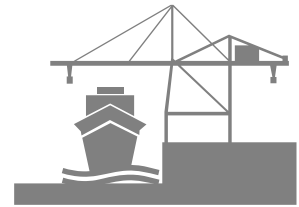
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## Container Cargo

Sea



Port/terminal



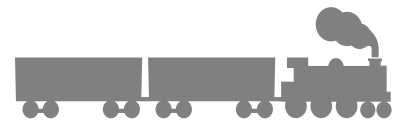
CONTAINER TERMINAL at Tuticorin in JV with PSA International Pte. Ltd., Singapore.

ICD/CFS



CONTAINER FREIGHT STATIONS at Chennai, Tuticorin, Visakhapatnam. Value added services such as bagging, palletizing, strapping, and shrink packing.

Multimodal transportation

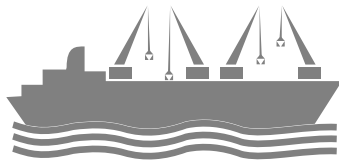
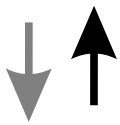


Pan-India CONTAINER TRAIN operations with multiple rakes carrying exim and domestic cargo on the strategic north-south, east-north and east-west corridors.

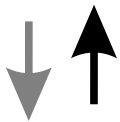
customers



## Bulk Cargo



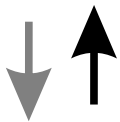
SHIP AGENCY at all major and intermediate ports in India.



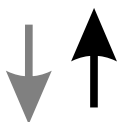
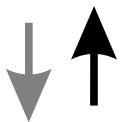
STEVEDORING, CUSTOMS CLEARING at Chennai, Tuticorin, Visakhapatnam, Kandla, Haldia, Paradip, Goa, Mangalore.

IRON ORE TERMINALS at Ennore and Mangalore.

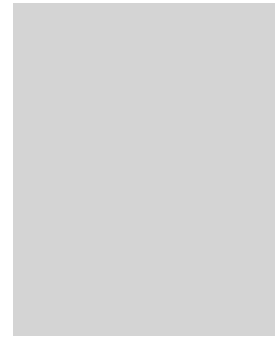
COAL TERMINAL at Ennore port.



Pan-India TRUCKING FLEET with GSM/GPS systems for real-time tracking of high value cargo.



# customers



# DELIVERY NETWORK



OVERVIEW

## PRODUCTS WE MOVE

Ores	Containers	Dry bulk	Over-dimensional cargo
Iron ore and pellets	20'-40' open top	Coal	Plant and machinery
Manganese	ISO tanks	Coke	Heavy duty handling equipment
Chrome	Packaged goods	Dolomite	Project cargo
Steel	Fertilizer	Limestone	Transformers
HR coils	Cement	Sulfur/rock phosphate	Generators
CR coils	Sugar	Urea	Gases
Slabs	Food	DAP	LPG
Billets	FMCG	MOP	Chlorine
Plates	Consumer electronics	Liquid bulk	Oxygen
Metals	Computers	Diesel	
Copper anode	Tubes	Petrol	
Aluminium ingots		LAB	
		Benzene	
		Ethanol	
		Furnace oil	
		Ammonia	

## KEY CUSTOMERS

Andhra Pradesh Paper Mills	Gokul Refoils & Solvent	Phillips Carbon Black
Adani Enterprises	GTL Infrastructure	Rajshree Cements
Asahi India Glass	Hindustan Copper	Rashtriya Ispat Nigam
Asias Freight Forwarders	Hindalco Industries	Royal Logistics
A to Z Logistics	Hindustan Aeronautics	Saint Gobain Glass India
AM Transport	India Cements	Shell India
Adhunik Metaliks	Indo Arya Central Transport	Seaways Shipping
Balaji Mines	Ispat Industries	Shrinivasa Roadways
BEML	JSW Steel	South Eastern Carriers
Bharat Heavy Electricals	Krishak Bharat Co-Operative	Steel Authority Of India
Bhatia International	Manali Petrochemical	Sterlite Industries (India)
Empee Sugars and Chemicals	Maersk Line India	Shayam Metaliks
Engineers India	Mother Dairy	Tamilnadu News Print & Papers
Emami Biotech	NYK Lines	Tamilnadu Petroproducts
Ford India	Phulchand Exports	Tamilnadu Electricity Board
Grasim Industries	Pepsico India	Ultra Tech Cements
Gupta Coal (India)	Precious Carrying Corporation	Welspun Maxsteel

The above list is neither complete nor exhaustive; its purpose is merely to showcase Sical's customer engagements.

### Customer profile

	<b>FY13</b>	<b>FY12</b>	<b>FY11</b>
Percentage of revenue from no 1 customers	45%	44%	32%
Percentage of revenue from top 5 customers	69%	70%	69%
Percentage of revenue from top 10 customers	76%	79%	80%
No of customers that account for more than 10% of total revenue	2	2	2
No of customers that account for over INR 100 lakhs annual revenue	43	47	26
No of customers that account for over INR 500 lakhs annual revenue	13	12	16
No of customers that account for over INR 1000 lakhs annual revenue	5	7	9

## KEY FINANCIALS

(consolidated, in INR lacs)

<b>Year To 31 March</b>	<b>2013</b>	2012	2011
Revenue	77620	79118	80348
EBIDTA	10862	9235	3206

<b>Year To 31 March</b>	<b>2013</b>	2012	2011
Equity share capital	5562	5562	3954
Net worth	43404	41779	40508
Current assets	35196	27223	46130
Cash and bank balance	12317	7772	19443
Net working capital	2189	2400	2631

## 5-year financials

(stand-alone, in INR lacs)

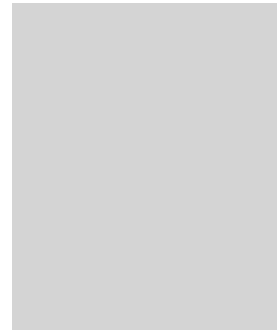
<b>Year to 31 March</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Sales and other income	51321	50787	57048	53740	47962
EBITDA	6800	5380	2757	4427	4177
Interest	4705	3148	1144	1719	1694
Depreciation	1454	1337	1133	1163	1193
Tax	(754)	(296)	(822)	(6)	(66)
Exceptional items	132	137	225	(1086)	810
Net profit	1172	1329	1076	2636	546
Equity capital	5562	5562	3954	3954	3954
Net worth	41694	40268	38907	32719	19612

## REVENUE MIX

	<b>2012-13</b>	<b>2011-12</b>	<b>2010-11</b>	
Port Operation	32319	35085	40993	(consolidated, in INR lacs)
Trucking & Warehousing	14476	13938	12688	
Container Operations	15023	14814	11951	
Container trains-SMART	11093	11326	10290	
Others	3137	2800	1024	
<b>Gross Total</b>	<b>76048</b>	<b>77963</b>	<b>76946</b>	

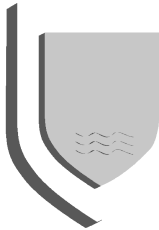
## VOLUMES MIX

Container (20-foot equivalents TEUs)	628625	585638	587154
Bulk (million tonnes)	21	29	27



## RECOGNITION

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EXIM Award from Tamil Chamber of Commerce for achieving No. 1 place in stevedoring for 2012-13

Certificate of Excellence at The Mahindra Transport Excellence Award, 2012

South East Conclave award for "Best CFS of the year" 2012

Certificate of appreciation along with cash award from Shell India Markets Pvt. Ltd.

Sical won Tamil Chamber of Commerce EXIM achievement award for "Stevedore of the Year 2011-2012"

The Company was awarded the Best CHA for having handled highest volume of dry bulk during the year 2011-12 besides the best CHA for handling highest volume in each quarter of 2011-12 by the Chennai Port Trust.

Stevedorer of the Year 2011-12 by Ennore Port Limited.

EXIM Service Award from Tamil Chamber of Commerce for best CFS.

Best CHA for handling Bulk cargo during the year 2010-11 by the Tuticorin Port Trust.

***SICAL***  
COFFEE DAY CO.

Annual report 2012-13  
Directors' report

## DIRECTORS' REPORT

Your directors are pleased to present this fifty eighth annual report of your company and the audited accounts for the year ended 31 March 2013.

### FINANCIAL REVIEW

The financial results for the year ended 31 March 2013 are summarized below:-

Year ended 31 March	(Rs In lakhs)	
	2013	2012
Sales and other income	<b>51320.85</b>	50787.12
Profit before interest, depreciation and tax	<b>6800.22</b>	5380.07
Interest	<b>4704.85</b>	3148.07
Cash profit	<b>2095.37</b>	2232.00
Depreciation	<b>1454.33</b>	1336.51
Profit before tax	<b>641.04</b>	895.49
Provision for tax	<b>(753.75)</b>	(296.09)
Exceptional Items	<b>132.46</b>	137.17
Prior period items	<b>(355.43)</b>	-
Net profit	<b>1171.82</b>	1328.75
Earnings per share (EPS) in Rs (after exceptional items)	<b>2.11</b>	2.39

### DIVIDEND

As funds would be required for ongoing projects and the new contract to be executed for Neyveli Lignite Corporation for their power plant at Tuticorin as also to service the subsidiaries which are yet to commence their business during the current financial year, the Directors have proposed to conserve the resources and hence are not recommending any dividend for the FY 2012-13.

### PERFORMANCE

The company's revenues for 2012-13 were Rs.51320.85 lakhs as against Rs.50787.12 lakhs in the previous year while profit after tax was Rs.1171.82 lakhs as against Rs.1328.75 lakhs in the previous fiscal. Profit before interest, depreciation and tax for 2012-13 was Rs.6800.22 lakhs as against Rs.5380.07 lakhs a year ago.

The performance of various divisions of the company during the previous fiscal is summarized below.

#### Port Handling

This division operates in ports like Chennai, Ennore, Tuticorin, Visakhapatnam and Mangalore. Mainly this division performs stevedoring operations for movement of coal for TNEB at Ennore and Tuticorin Ports apart from Terminal operations and an exclusive berth at the Chennai Port. Cargoes handled at the various ports vary from Coal, Dolomite, Iron Ore, Steel products and fertilizers. The total volume handled by Sical at the various ports during FY 2012-13 was 20.76 million MT as against 28.80 million MT in FY 2011-12. Ban in handling of coal at Chennai Port has impacted the volume significantly.

#### Customs House Agency

This division acts as an agency for clearing and forwarding goods through customs for imports and exports. This division handled 12.57 million MTs (12.83 million MTs in the previous year) of bulk cargo and 4240 TEUs (4820 TEUs in the previous year) of containerized cargo during the year under review. The cargoes handled vary from Coal, Iron Ore, Project Cargo, Capital Goods, Cement, Pulses, Non Ferrous Alloys and Steel in various forms.

#### Ship Agency

This division facilitates and ensures quick turnaround of the ships at berth at all major ports. During the year under review, the division handled 143 vessels (163 vessels in the previous year) at various ports in the country handling both dry and liquid bulk.

#### Road Logistics

This division is engaged in transporting cargoes such as dry bulk, liquid bulk, ODC and project equipments through trucks by road. The company currently owns 249 trucks and hires additional trucks based on consignments on a daily basis. The volume of cargo handled during the current fiscal year is 14.10 lakh MT (13.14 lakh MTs in the previous year). The goods handled ranges from project cargoes, steel tubes, plates and petroleum products. The Company has started its cold chain operations in Bengaluru, Chennai and Hyderabad during the year under review.

#### Goodwill Travels Division

This division carries out rail and airline ticketing for domestic as well as international and booking of worldwide hotels and tour packages, car rentals, online visas, and travel insurances apart from operating as an authorized dealer for full fledged money changing business.



# DIRECTORS' REPORT

## SUBSIDIARIES AND JOINT VENTURES

The brief details on the Company's key subsidiaries and joint ventures are furnished in the succeeding paragraphs.

### 1. Sical Infra Assets Limited

Sical Infra Assets Limited is the infrastructure holding company currently having Sical Multimodal and Rail Transport Limited, Nagpur Sical Gupta Road Terminal Limited and Nagpur Sical Gupta Logistics Limited as its subsidiaries.

In order to integrate the container business under one fold, Sical Distriparks Limited and Sical Hambuja Logistics Private Limited were merged with Sical Multimodal and Rail Transport Limited.

#### • Sical Multimodal and Rail Transport Limited

Consequent to the merger, now this Company operates under two divisions viz. Rail Division and CFS Division. CFS Division is continuing its operations at Chennai, Tuticorin and Vizag with own CFS facilities at Chennai and Tuticorin apart from the CWC facility at Vizag and Tuticorin. The total volume handled during 2012-13 was 135879 TEUs as against 128287 TEUs in the previous year.

Rail Division operates own rakes which are run between various sectors in India on a pan-India basis based on the licence provided by the Indian Railways for operating container trains by private operators. The Company ran 339 trains during the year on multiple sectors. The project activities relating to development of its own rail terminals ICD/CFS at Chennai and Bangalore are in progress.

The revenue for the company during the financial year was Rs.21050.76 lakhs and Profit was at Rs.1020.44 lakhs

#### • Nagpur Sical Gupta Logistics Ltd & Nagpur Sical Gupta Road Terminal Ltd

Nagpur Sical Gupta Logistics Limited was issued a Letter of Authority for developing a rail terminal in MIHAN, Nagpur whereas Nagpur Sical Gupta Road Terminal Limited has signed a concession agreement with Maharashtra Airport Development Company Limited for developing a road terminal at MIHAN, Nagpur. The company carried out project activities but the activities were affected due to the global economic downturn and its feasibility in the previous years. Considering the non-viability of the project and as no further progress has happened around the MIHAN area that would fetch prospective business for the projects, the company decided to withdraw itself from the project. The companies are looking for other opportunities in the area of Rail and Road terminals.

### 2. Sical Iron Ore Terminals Ltd

Sical Iron Ore Terminals Limited has developed a 6 million ton Iron ore terminal at Ennore Port on BOT basis. The project was completed and is ready for commercial operation. Though there has been relaxation for mining and transporting of iron ore for domestic purposes, continuing ban on export of iron ore from Karnataka Region, the company could not commence its commercial operations. The Company is continuing its efforts in getting necessary nod from the Government for handling alternate cargoes.

### 3. Sical Iron Ore Terminal [Mangalore] Limited

Sical Logistics Limited has entered into a Concession Agreement with the New Mangalore Port Trust for the setting up of mechanized Iron Ore handling facilities at the deep draft multipurpose berth of New Mangalore Port on BOT basis. The company could not progress much on the project activities due to the continuing ban on export of iron ore from the Karnataka region.

### 4. Norsesea Offshore India Limited

Norsesea Offshore India Limited, a wholly owned subsidiary of the Company now owns and operates a Cutter Suction Dredger "SICAL Portofino". The dredger performed on a contract at Karaikal port during the year.

### 5. Sical Adams Offshore Limited

This company was incorporated on 20<sup>th</sup> September, 2012 for venturing into the offshore logistics business.

### 6. PSA Sical Terminals Ltd

PSA SICAL Terminals Limited, a joint venture with Port of Singapore Authority operates a container terminal at Tuticorin. In 2012-13, the company handled container volumes of 461011 TEUs as against 438538 TEUs in the previous year. The operation of this joint venture company was affected on account of the mismatch in the royalty being paid to the Port authorities and the tariff charged to customers as per the rules of Tariff Authority of Major Ports.

### 7. Ennore Automotive Logistics Limited

Ennore Automotive Logistics Limited is a Joint Venture with Mitsui OSK Lines Limited, Japan and Toyofuji Shipping Company Limited, Japan for the operation and maintenance of car yard at Ennore Port for handling the export cars. This company handled cars for Nissan, Honda & Toyota during the year. The company has handled 1,34,860 cars during the year under review.

## **DIRECTORS' REPORT**

### **SUBSIDIARY COMPANIES ACCOUNTS**

As per Section 212 of the Companies Act, 1956, we are required to attach Director's report, Balance sheet, Profit and loss account of subsidiaries. The Ministry of Corporate Affairs, Government of India vide its circular no. 2/2011 dated 8 February 2011 has provided an exemption to companies from complying with Section 212, provided such companies publish the audited consolidated financial statements in the Annual Report. Accordingly, the Annual Report for 2012-13 does not contain the financial statements of the subsidiaries. The audited annual accounts and related information of subsidiaries, where applicable, will be made available upon request. These documents will also be available for inspection during business hours at the registered office at Chennai, India.

### **AWARDS AND ACCOLADES**

During the year under review,

- Certificate of Excellence was awarded at the Mahindra Transport Excellence Award 2012 under the Fleet Owner category from Southern Zone.
- Award from Tamil Chamber of Commerce for achieving No.1 place in Stevedoring.
- South East Conclave award for "Best CFS of the year" 2012
- Certificate of appreciation along with cash award from Shell India Markets Private Limited for outstanding performance and lasting contribution during the year 2012.

### **DIRECTORS**

Shri A.S. Sundaresha and Shri H.R. Srinivasan, Directors retire by rotation at this annual general meeting and being eligible, offer themselves for re-election.

### **AUDITORS**

M/s CNGSN & Associates, Chartered Accountants, retire at the conclusion of this annual general meeting and being eligible offer themselves for re-appointment.

### **FIXED DEPOSITS**

The provisions of Section 58-A of the Companies Act, 1956, relating to the acceptance/renewal of fixed deposits, have been complied with. The Board of Directors at the meeting held on 27<sup>th</sup> May, 2010 decided not to invite deposits from the public from the year 2010 onwards. Accordingly no fresh deposits were accepted/ renewed by the Company. The value of matured and unclaimed deposits as on 31 March 2013 amounted to Rs 1.42 lakh.

### **DEMATERIALISATION OF EQUITY SHARES**

5,40,85,835 equity shares representing 97.27% of the paid-up share capital, have been dematerialized upto 31.03.2013. Shareholders who continue to hold shares in physical form are advised to dematerialize their shares. The Company is also in the process of sending final reminder to the shareholders to whom new share certificates were sent during the year 1999 arising on account of mergers and the same being returned undelivered.

### **CORPORATE GOVERNANCE**

The company has complied with the provisions of Clause 49 of the Listing Agreement relating to Corporate Governance. A report on corporate governance along with the statutory auditors' certificate and the management discussion and analysis report form part of this annual report.

### **STATUTORY INFORMATION**

1. Under Section 217 [2AA] of the Companies Act, 1956, the board of directors report that:

- In the preparation of annual accounts, the applicable accounting standards have been followed with no material departures;
- They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;

## **DIRECTORS' REPORT**

- They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
  - They have prepared the annual accounts on a going concern basis.
2. The particulars required under Section 217 [1] [e] of the Companies Act, 1956, read with the rules framed under it are not applicable since the company is engaged in the business of providing logistics services. However, details of foreign exchange earnings and outgo are furnished in Annexure I to this report.
  3. The particulars required under Section 217[2A] of the Companies Act, 1956 and the Companies [Particulars of Employees] Rules, 1975 as amended, are not applicable since none of the employees are in receipt of remuneration in excess of the limits as prescribed in the said Rules.

### **RELATIONSHIP WITH EMPLOYEES**

The directors wish to place on record their appreciation to all the employees for their unstinted and dedicated efforts in leading the Company to greater heights.

### **ACKNOWLEDGEMENT**

The directors wish to thank the company's bankers, financial institutions, port and customs authorities, foreign collaborators, suppliers, statutory regulators, governmental agencies, investors and customers for their continued support at all times.

For and on behalf of the Board

Place Bengaluru

Date 09 August 2013

**R. Ram Mohan**  
Managing Director

**Kush S Desai**  
Director

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

PARTICULARS REQUIRED UNDER THE COMPANIES [DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS] RULES, 1988.

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A.	CONSERVATION OF ENERGY	:	NA	
B.	TECHNOLOGY ABSORPTION	:	NA	
C.	FOREIGN EXCHANGE EARNINGS AND OUTGO			
	Total Foreign Exchange	Earned	:	Rs. 71.38 lacs
		Used	:	Rs. 753.28 lacs
	DISCLOSURE OF PARTICULARS WITH REFERENCE TO CONSERVATION OF ENERGY	:	NIL	

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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT [2012-13]

### Industry overview

The logistics sector in India has today become an area of priority. One prime reason for the same stems from the reason that years of high growth in the Indian economy have resulted in a significant rise in the volume of freight traffic moved. This large volume of traffic has provided for growth opportunities in all facets of logistics including transportation, warehousing, freight forwarding, express cargo delivery, container services, and shipping services. The growth path has also meant that increased demand is being placed on the sector to provide the solutions required for supporting future growth.

A sophisticated logistics sector should constitute the backbone of a large, mature economy. Although India's logistics sector has witnessed increased investment, evolving regulatory policies, mega infrastructure projects and several other initiatives, there is a need to significantly accelerate the pace of such developments.

Various estimates put the market size of the logistics sector in India to be between USD 90-125 billion. Given that the Indian economy has grown to over USD 1.73 trillion these estimates may already be well below the actual size of the industry. Sources also estimate that the industry employs over 45 million people and is growing at the rate of 15% with sub-sector growing at even 30-40% per annum. Due to its current growth and its future growth potential the Indian logistics sector is viewed as one of the most attractive in the world. India's rapid growth and market size were the key factors for global players looking at opportunities in the region.

### Challenges faced by the Logistics industry in India

The Challenges faced by the industry in the country are enumerated in the succeeding paragraphs.

#### [a] Transportation related challenges

Rail	Road	Port	Air
Important rail networks are over saturated	Inadequate road network coverage	High turnaround times	With increased volumes of cargo major airports are getting congested resulting in long waiting time
Rail freight tariffs are high	Poor road quality	Inadequate depth at ports	Also the airfreight sector suffers from high fuel costs and tariffs as well as several manpower issues
Less flexibility in carrying different types of products	Expressway network will take time to develop	Costal shipping has not taken off	
Rail terminal quality needs improvement	Multiple check points		
Railway carriage not easy for industries which cannot provide full train loads			

#### [b] Other Challenges

Storage infrastructure	Tax	Technology and Skills
State of ICD/CFS is poor	A complicated tax regime is in place which places several challenges on the logistics industry.	The logistics industry is also hampered by low rates of technology adoption and poor skill levels.
Many of the older facilities today are located within city boundaries restricting day movement of trucks		
The approach roads to the facilities are poor making evacuation of cargo difficult		In addition to technology-related issues the skill levels in the logistics industry also need upgradation
Most facilities have issues of inadequate parking, lack of available land for expansion, paving etc.		
State of warehousing needs improvement		
State of cold storages needs improvement		
Multimodal Logistics parks yet to take off		

### **Logistics Cost – an insight**

The various challenges faced by the logistics industry lead to high logistics cost incurred by the Indian Economy. This is despite the fact that the cost of labor, one of the most significant contributors to logistics cost in developed countries, is significantly cheaper in India. With regards to cost of spends on logistics, India's logistics sector accounts for 13% of the GDP of India. This is much higher than that in the US (9%), Europe (10%) and Japan (11%) but lower than in China (18%). Major elements of logistics costs typically include transportation, warehousing, inventory management and other value added services such as packaging. What is worrying about the logistics costs in India is the distribution of costs across various heads. In India, as much as 31% of the logistics cost is attributable to the 'others' category, which primarily includes various types of losses. If looked at from the perspective of logistics cost as a percentage of the total product cost India again fares poorly. The logistics cost as a percentage of total product cost in India is in the range of 4-5 times that in developed countries, to the tune of 20% of product cost. This is at a time when the quality of logistics services provided is not of the highest standards. Also worryingly, these costs have been showing a rising trend. Fuel price hikes have sharply increased the cost of freight transport. Ever increasing congestions at ports are resulting in high levels of ground rents required to be paid at CFS's near the ports. High levels of inventories are being required to be maintained to guard against sudden disruptions in supply chain, all of which adds to the cost.

The high levels of logistics cost in the economy adversely impacts the competitiveness of the Indian economy as well as the financial well-being of the individual citizen. Additions to product cost due to inefficient logistics adds to inflation. Wastage leads to scarcity. This makes efforts for reducing logistics costs a critical goal to pursue. The rewards of reduction in logistics cost are many. As has been shown for other parts of the world, decrease in logistics cost leads to significant increase in employment opportunities in the economy. Also it helps in increasing the trade flows in a country by increasing the inherent competitiveness of the economy. Therefore stringent and coordinated efforts need to be made for logistics cost reduction.

### **Logistics – The Way Forward**

The growth in the Indian economy in coming decade is likely to be driven by the increased activity in the manufacturing and retail sectors. To enable these sectors to contribute effectively to India's growth the logistics sector will have to step up to provide value-enabling solutions for these sectors. This would require action on three fronts:

- Creating an environment for graduating the Indian logistics market to provide value propositions in logistics solutions
- Increasing the capability of the Indian Logistics Industry to provide such solutions
- Requiring Government and other regulatory mechanisms in the country to provide an enabling environment for value propositions in logistics services

The Logistics industry assesses client needs in practical terms. The Logistics market is predominantly occupied by unorganized sectors. Most logistics companies do not have the financial wherewithal to put in world class facilities upfront and wait for the returns to be realized at a later date through an 'education' of the customer. Therefore a logistics service provider today gives exactly the service that is demanded of him. This is perpetuated by the fact that today a logistics company can set up business, offer base level service and earn profits, albeit with low margins because there is limited differentiation. Capabilities and skills are neither available nor do the customers currently demand them which is due to the fact the service providers are chosen only on the cost factor. The vicious circle of inadequacy and incompetence in supply and demand is self-propagating. There are stray instances of one supply chain streaking out of its orbit, but the risk perception in such ventures is high and generally discouraging. However the ray of hope is that perceptions seem to be changing. The reason behind the changing perceptions appears to be mainly that supply side pressure seems to be growing faster than the demand side in so far as logistics services are concerned. Increasing competition is forcing manufacturers and retailers to increasingly differentiate their products. One of the way through which differentiation is being made is through the supply chain strategies. Today for example, mastering the rural supply chain and making company products available in every corner shop in a rural area is becoming a business imperative for most retail products. This is because the pace of growth of markets in rural areas is handily beating those in urban centers. With such pressures the customers of logistics services are becoming ever more demanding. This is resulting in the capability and the inclination of the Indian Logistics industry to experience a change, which might be slow but is deliberate. The Indian market still remains extremely cost-conscious, and tolerant towards logistical mishaps, even misdemeanors but positive signs are being seen.

However this change may still be nipped in the bud if no efforts are made by the Government and its associated regulatory mechanisms to provide an enabling environment to facilitate a paradigm shift in how logistics industry can grow unfettered. It is well recognized that government is making efforts to make improvements to correct the infrastructure deficit- be it in physical transport, warehousing and terminal infrastructure etc. However while physical capacity creation is being facilitated, albeit slowly, there are other softer changes that are required to be made along with the capacity creation drive to realize the full impact of such changes. These include:

- Coordination in infrastructure planning
- Improvements in tax regimes
- Reforms in urban planning
- Improving dialogue with industry

The future of the Indian Logistics Industry lies ultimately in value propositions for the customer. Value solutions can be engineered only if the complex strands of supply-chain mesh together seamlessly. These solutions are expected to command a premium but also come at a cost. The cost-conscious Indian Market first has to be made to appreciate the value of premium services. In a supply driven market, supply chain solutions need to unlock the cost-saving aspect of efficient logistics services first. This would result a reduction in cost down the line, which can only happen when most of the deficiencies mentioned above are removed. Logistics companies can leverage further economies of scale when operations are expanded. This may require industries to collaborate with logistic service providers to nurture their businesses, possibly in a way

the automobile industry in India nurtured the auto-component companies. The future is bright for the logistics industry in India- the expectation is that a tipping point for the industry will soon be reached which will propel it to greater heights.

### **SICAL - Financial and Operational Performance**

On the operational performance, Sical has its presence in almost all the major and minor ports. Sical provides integrated solutions for multimodal logistics of bulk and containerized cargo and is the one stop shop for executing multimodal logistics connecting sea, road and rail. The services are provided under the categories of bulk logistics & container logistics. The bulk logistics division comprises of port handling, CHA, Shipping Agency and road logistics.

The Port Handling division handles cargo for TNEB at Ennore Port and also handles various other commodities including but not limited to dolomite, iron ore etc. Customs House Agency division provides services for clearing and forwarding of goods through customs for imports and exports. Ship Agency facilitates and ensures quick turnaround of the ships at berth at all major ports. Road logistics transports various cargoes ranging from dry bulk to project equipments through own trucks as well as hired trucks. The Company has bagged a contract from Neyveli Lignite Corporation Limited for transportation of coal through Rail-Sea route for their power plant at Tuticorin for a period of 3 years which is extendible for further 2 years.

During the year under review, the Company integrated its container business under one umbrella by amalgamating Sical Distriparks Limited the CFS division and Sical Hambuja Logistics Private Limited with Sical Multimodal and Rail Transport Limited by an order of the Hon'ble High Court of Madras approving the scheme of amalgamation. The Rail division owns 7 rakes and has own as well as leased containers for the effective operation. The container trains are run on Pan-India basis in various sectors based on requirement. CFS Division is engaged in the CFS operations at Chennai, Tuticorin and Vizag. The CFS division handled 135879 TEUs during the financial year under review.

The impasse in commissioning the iron ore terminal project at Ennore Port continued through the year under review also due to the ban imposed by the Government of Karnataka on the mining and transportation of iron ore from the state of Karnataka though the Supreme court allowed mining for domestic consumption. The Company is in the continuous process of representing before the appropriate authorities seeking permission to handle alternate cargoes in this terminal. Similarly, the project activities could not progress with regard to the mechanization of the deep draft berth at the New Mangalore Port due to the similar situation on iron ore.

The profitability of the Joint Venture operation by PSA Sical at Tuticorin continues to be under pressure due to royalty and tariff related policy matters. The Company is in the process of resolving these policy issues. The joint venture for the car yard management and stevedoring of cars at Ennore Port with MOL and Toyofuji has improved its performance during the year.

### **Sical – The way forward**

With the opportunities and challenges enumerated above for the logistics industry as a whole, and the picking up of the global economy, Sical is poised for an imminent growth. Sical is now in the process of identifying the best opportunities through which it can operate for a great growth in the years to come by providing cost economic world class multi-modal logistics solutions, With the co-operation of the employees at all levels, the Management expects better performance year after year.

### **Internal Control Systems and their adequacy**

The Company has in place proper and adequate internal control systems which would automatically have the internal checks complied with then and there when transactions are executed. The Company has been in compliance with the various statutes of the Government and statutory authorities. Internal Audit has been entrusted to an external auditor and periodical review is being carried out by the Management. The Internal Audit findings involving high risks are reviewed by the Audit Committee at their meetings to check on the adequacy of internal controls and suggest measures for further improvement as well for mitigating risks.

### **Human Resources / Industrial Relations**

The industrial relations at all levels remained cordial throughout the year. Employees are considered to be the ambassadors who really involve themselves in achieving the vision of the Company. They are considered to be the backbone of the organization and the development of the organization really depends on the improvement of each and every employee in the organization. With this in view, the Management has evolved best practices in evaluating the performance of the employees at all levels and provide growth opportunities in their career. Various developmental programs were carried out during the fiscal in addition to sponsoring employees for various seminars, symposiums and workshops organized by external agencies to enrich their knowledge and implement the best practices in their work place wherever feasible.

### **Cautionary Statement**

Except for the historical information contained herein, statements in this Management Discussion and Analysis Report which may include words or phrases such as "will", "aim", "will likely result", "would", "believe", "may", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "likely", "project", "should", "potential", "will pursue" and similar expressions or variations of such expressions may constitute "forward-looking statements". These forward-looking statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. These risks and uncertainties include, but are not limited to our ability to successfully implement our strategy, our growth and expansion plans, obtain regulatory approvals, our provisioning policies, technological changes, investment and business income, cash flow projections, our exposure to market risks as well as other risks.

## REPORT ON CORPORATE GOVERNANCE

Your company is pleased to present the following report on Corporate Governance for the Financial Year 2012-13 [01 April 12 – 31 Mar 13].

### 1. GOVERNANCE PHILOSOPHY

Sical defines corporate governance as a set of guidelines that are followed by the company's board of directors, management and employees to create value for Sical's various stakeholders : investors, employees, customers, business partners, lenders and the communities we work in and live with.

We strive to conduct our business with integrity, fairness, accountability and transparency in all our dealings with our stakeholders and regulatory authorities.

The Company is committed to good corporate governance practices aimed at increasing value for all stakeholders namely, Shareholders, Employees, Government, Lenders, Customers, Dealers, Vendors, Bankers, Community, Government, Regulators and the Promoters.

### 2. BOARD OF DIRECTORS

The composition of the Board of Directors of the Company is as per the provisions of the Companies Act, 1956, Articles of Association of the Company and Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

As on 31<sup>st</sup> March, 2013, the Board comprised of

Promoter Director	:	2
Whole-time / Executive Director	:	1
Non-whole time Directors	:	3

#### BOARD PROCEDURE

Sical's board of directors meet regularly to discuss, apprise and approve matters relating to Sical's strategy, plans, budgets, financials, and operations. The detailed agenda and relevant information is sent to every director in advance of each board / committee meeting. Among other things, the board considers the following:

- Strategy and plans
- Operating and expenditure budgets
- Statutory compliance
- Quarterly / half yearly / annual results

Several board committees have been constituted to deal with specific matters and functional areas.

### 3. NUMBER OF BOARD OF DIRECTORS MEETINGS AND THE DATES ON WHICH HELD DURING THE FINANCIAL YEAR 2012-13.

Total Number of Board Meetings : 7

I Quarter [April – June 2012]	II Quarter [July – September 2012]	III Quarter [October – December 2012]	IV Quarter [January – March 2013]
19 <sup>th</sup> May, 2012 28 <sup>th</sup> May, 2012 15 <sup>th</sup> June, 2012	10 <sup>th</sup> August 2012	10 <sup>th</sup> November 2012 06 <sup>th</sup> December 2012	13 <sup>th</sup> February 2013



Attendance of Directors at the Board of Directors Meetings held during 2012-13 and the last Annual General Meeting [AGM] held on 28.09.2012 is as follows.

Director's Name	Category of Membership	Attendance Particulars		Number of other directorships and committee member/chairmanships as at 31.03.2013		
		Board Meetings	Last AGM	Other Directorship	Committee Memberships	Committee Chairmanships
Shri R. Ram Mohan	Managing Director [Promoter Executive Director]	7	✓	-	-	-
Shri Kush S Desai	Non-executive & Non-Independent Director	7	✓	Whole-time Director-1 Director – 3	1	1
Shri S R Ramakrishnan	Non-executive & Non-independent Director	3	✓	Managing Director - 1 Director 8	2	-
Shri A S Sundaresha	Non-executive & Independent Director	7	✓	-	-	-
Shri H Rathnakar Hegde	Non-executive & Independent Director	6	✓	Director 3	-	-
Shri H.R. Srinivasan	Non-executive & Independent Director	1	-	Managing Director - 1 Director 5	-	-

**Note**

For reckoning the other Directorships – Private Limited Companies, Foreign Companies and Sec 25 companies have been excluded. For reckoning the Committee Memberships and Committee Chairmanships – Audit Committee and Shareholders / Investors Grievance Committee alone have been considered.

Regarding disclosure of all pecuniary relationships / transactions of the non-executive Directors vis-à-vis the Company, as per Clause 49[I][B] of the Listing Agreement, there were no materially significant related party transactions during the year having conflict with the interests of the Company.

## REPORT ON CORPORATE GOVERNANCE

### 4. AUDIT COMMITTEE

The composition of the Audit Committee as on 31.03.2013 is as follows:-

1. Shri H.R. Srinivasan Chairman of the Committee
2. Shri A.S. Sundaresha Member
3. Shri H. Rathnakar Hegde Member
4. Shri R. Ram Mohan Member

The Committee met four times during the year i.e. on 28th May, 2012, 10th August, 2012, 10th November, 2012 and 13th February, 2013.

Attendance of Directors at the Audit Committee Meetings held during 2012-13.

Directors Name	Category of Membership	Attendance Particulars			
		28.05.2012	10.08.2012	10.11.2012	13.02.2013
Shri H.R. Srinivasan	Chairman of the Committee	-	-	✓	-
Shri A.S. Sundaresha	Member	✓	✓	✓	✓
Shri R. Ram Mohan	Member	✓	✓	✓	✓
Shri H.Rathnakar Hegde	Member	✓	✓	✓	✓

The broad terms of reference of the Audit Committee are:-

1. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the management, the annual financial statements before submission to the board for approval, with particular reference to:-
  - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause [2AA] of Sec 217 of the Companies Act, 1956.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgement by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with the listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing, with the Management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the Management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

## REPORT ON CORPORATE GOVERNANCE

10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders [in case of non payment of declared dividends] and creditors.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
14. Review of risk management policies and practices including the following:-

- [a] to investigate any activity within its terms of reference.
- [b] to seek information from any employee.
- [c] to obtain outside legal or other professional advice.
- [d] to secure attendance of outsiders with relevant expertise.

As per the terms of reference prescribed by the Board, the Committee performs such duties and tasks as are assigned by the Board and the Committee has access to all records and documents of the Company. The Committee reviews the report of the internal auditors and the statutory auditors and exercises internal control systems and also addresses the requirements of the Companies Act, 1956 and the Listing Agreement with the Stock Exchanges.

### 5. DETAILS OF REMUNERATION PAID TO THE DIRECTORS FOR THE FINANCIAL YEAR ENDED 31.03.2013.

Name of the Director	(in Rs.)	
	Sitting Fee	Commission
H.R. SRINIVASAN	100000	326000
S.R. RAMAKRISHNAN	60000	-
A.S. SUNDARESHA	220000	-
H. RATHNAKAR HEGDE	400000	326000
<b>TOTAL</b>	<b>780000</b>	<b>652000</b>

### 6. SHAREHOLDERS / INVESTORS GRIEVANCE AND SHARE & DEBENTURE COMMITTEE

The Committee comprises as of 31.03.2013

Shri H.R. Srinivasan	:	Chairman of the Committee
Shri R. Ram Mohan	:	Member
Shri Kush S Desai	:	Member
Shri H. Rathnakar Hegde	:	Member [w.e.f. 28th May, 2012]

As per SEBI Circulars D&CC/FITT/CIR-15/2002 dated 27.12.2002 and D&CC/FITT/CIR-18/2002 dated 12.03.2004, the Company has appointed M/s. Cameo Corporate Services Limited, as common agency for shares relating to both electronic and physical segments. The appointment is effective 07.04.2003.

The broad terms of reference of this Committee shall be:-

1. To oversee the performance of share and debentures transfer and recommend measures to improve the shareholders / investors service.
2. To look into the redressal of investors' complaints and requests such as transfer of shares / debentures, non-receipt of dividend, annual report, etc.

The Board of Directors have authorized Chairman of the Committee and the Company Secretary to approve share transfers and resolve shareholders grievances.

The Board of Directors have designated the Company Secretary as Compliance Officer. During the year under report, the Company did not receive any significant complaints from the Shareholders, Investors, Stock Exchanges, Securities and Exchange Board of India or investors associations.

During the year, 2 complaints were received and all the complaints were replied / disposed off.

## REPORT ON CORPORATE GOVERNANCE

### 7. INSIDER TRADING

Pursuant to the Securities and Exchange Board of India [Prohibition of Insider Trading] Regulations, 1992, the Company has prescribed a Code of Conduct for Prevention of Insider Trading and a Code of Corporate Disclosure Practices.

### 8. CODE OF CONDUCT

The Company has formulated a Code of Conduct for the Board members and Senior Management Personnel. The same has also been posted on the website of the Company. A declaration by the Managing Director affirming the compliance on the Code of Conduct applicable to the Board members and the Senior Management personnel forms part of this report.

### 9. SECRETARIAL AUDIT

Periodical audits were carried out by a qualified Practising Company Secretary for reconciling the total admitted capital with National Securities Depository Limited [NSDL] and Central Depository Services [India] Limited [CDSL] and the total issued and listed capital. The audit confirms that the total issued / paid up capital is in agreement with the total number of shares held in physical form and the total number of dematerialized shares held with NSDL and CDSL.

### 10. GENERAL BODY MEETINGS

Location and time of last three Annual General Meetings [AGM] held

Year	Date & Time	Venue
2010	23rd September, 2010 at 3.05 p.m.	"Rajah Annamalai Hall", Esplanade, Near High Court, Chennai 600 108
2011	19th December, 2011 at 2.00 p.m.	"Rajah Annamalai Hall", Esplanade, Near High Court, Chennai 600 108
2012	28th September, 2012 at 10.25 a.m.	"Rajah Annamalai Hall", Esplanade, Near High Court, Chennai 600 108

The following special resolutions were passed by the members during the past 3 Annual General Meetings:

#### Annual General Meeting held on 28th September, 2012

Payment of Commission to Directors other than the Managing/Whole-time Director[s] for a period of 5 years from the financial year commencing from 01st April, 2012.

#### Annual General Meeting held on 19th December, 2011

Appointment of Shri R. Ram Mohan as Managing Director for a period of 5 years w.e.f. 26th September, 2011.

#### Annual General Meeting held on 23rd September, 2010

Increase in remuneration payable to Shri L.R. Sridhar as Managing Director w.e.f. 28th January, 2010.

### 11. POSTAL BALLOT

The Company through Postal Ballot passed a Special Resolution for obtaining approval of the members under Sec 372A of the Companies Act, 1956 for making investments / providing loans / guarantees to other bodies corporate[s] to the extent of Rs.450 crores over and above the limits prescribed. The results were declared on 08th October, 2012 and the resolution was passed with the requisite majority. The same is being placed before the shareholders for their confirmation.

### 12. DISCLOSURES

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors, the subsidiaries or relatives, etc. that may have potential conflict with the interest of the Company at large:-

- i There are no materially significant transactions with the related party viz. Promoters, Directors, or the Management, their subsidiaries or relatives that may have potential conflict with the interest of the Company at large.
- ii There are no pecuniary relationships or transactions with the Non-executive Directors of the Company except the remuneration paid to them for services rendered as Directors of the Company.

*Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years:*

The Company has complied with the various rules and regulations prescribed by the Stock Exchanges or any statutory authority on all matters related to capital markets during the last three years. No penalties or strictures have been imposed by them on the Company.

## REPORT ON CORPORATE GOVERNANCE

### 13. MINUTES OF SUBSIDIARY COMPANIES

The minutes of the meeting of the Board of Directors of the subsidiary companies viz. Sical Infra Assets Limited, Sical Iron Ore Terminals Limited, Sical Multimodal and Rail Transport Limited, Nagpur Sical Gupta Logistics Limited, Nagpur Sical Gupta Road Terminal Limited, Sical Distriparks Limited [upto 27th September, 2012], Bergen Offshore Logistics Pte. Ltd., Sical Iron Ore Terminal [Mangalore] Limited and Norsesea Offshore India Limited were placed before the Board of the holding company i.e. Sical Logistics Limited.

### 14. GENERAL SHAREHOLDERS INFORMATION

#### i Disclosures regarding appointment or re-appointment of directors

Shri A.S. Sundaresha and Shri H.R. Srinivasan shall retire at the ensuing AGM and will be seeking reappointment to the Board. The details of the directors seeking re-appointment are disclosed in the notice to the shareholders convening the Annual General Meeting.

#### ii Committees of Board of Directors

Board has constituted various committees viz. Audit Committee and Shareholders/Investors and Share & Debenture Committee of the Directors. Whenever there is a change in the Directorate and whenever such change warrants induction of new members into these Committees at such times the committees are reconstituted.

#### iii Communication with shareholders

Quarterly / half yearly / annual results and information relating to convening of Annual General Meeting and Extra-ordinary General Meetings are published in leading newspapers and / or posted on the website of the Company and also notified to the Stock Exchanges as required under the Listing Agreement. The Balance Sheet, Profit & Loss Account, Directors Report, Auditors Report, Cash Flow Statements, Quarterly and Half Yearly Financial Statements, Corporate Governance Report, Shareholding Pattern, etc. can be retrieved by the investors from the website of the stock exchanges viz. BSE and NSE. Notices relating to Annual General Meeting and Extra-ordinary General Meetings and disclosure of Directors' interest in respect of contracts appointing Director[s] are sent to the members at their registered address.

#### iv Date, time and venue for 58th AGM:

24th September, 2013 at 10:35 a.m. at Rajah Annamalai Hall, Esplanade, Chennai

#### v Financial Calendar [2013-14]:

Financial reporting for the quarter ending [tentative]

1	June 30, 2013	Second week of August 2013
2	September 30, 2013	Second week of November 2013
3	December 31, 2013	Second week of February 2014
4	March 31, 2014	Audited results before last week of May 2014

Annual General Meeting [tentative]: By second / third week of September, 2014.

#### vi Dates of Book Closure: From : 21.09.2013 To : 24.09.2013 [both days inclusive].

#### vii Listing of Equity Shares on the Stock Exchanges and the Trade Name / Stock Code / Series :

Particulars	Bombay Stock Exchange Limited	National Stock Exchange of India Limited	Bloomberg Code	ISIN No.
Trade Name	SICAL	SICAL	SICAL	INE075B01012
Stock Code / Series	20086	SICAL	SICL:IN	

Listing Fees for 2013-14 : Paid to the above stock exchanges

Depositories : National Securities Depository Limited  
4th Floor, 'A' wing Trade World  
Kamala Mills Compound Senapati Bapat Marg,  
Lower Parel, Mumbai : 400 013

Central Depository Services [India] Limited  
P.J. Towers, Dalal Street Fort,  
Mumbai : 400 023

Custodial Fees for 2013-14 : Paid to all the above depositories

## REPORT ON CORPORATE GOVERNANCE

**viii Registered Office** : "South India House" 73, Armenian Street Chennai :: 600 001  
Website : www.sical.in

**ix Investor Services**

Investor Complaints	2012-13		2011-12	
	Received	Attended to	Received	Attended to
Grievances / complaints	2	2	3	3

Most of the investors grievances / correspondences were attended to within a period of 10 days from the date of receipt of such grievances. The exceptions have been for cases constrained by disputes or legal impediments.

**x Stock Market Data [Share prices on stock exchanges]**

Monthly high and low closing quotation of shares traded on the National Stock Exchange and Bombay Stock Exchange:-

Month & Year	NSE			BSE		
	High	Low	Average	High	Low	Average
April 2012	71.00	66.95	68.98	70.90	67.50	69.20
May 2012	68.00	67.00	67.50	69.50	67.00	68.25
June 2012	67.10	66.50	66.80	68.20	66.70	67.45
July 2012	70.75	65.00	67.88	73.30	67.00	70.15
August 2012	67.05	66.60	66.83	67.90	67.00	67.45
September 2012	67.05	64.65	65.85	67.70	65.05	66.38
October 2012	66.50	64.10	65.30	67.85	65.00	66.43
November 2012	65.00	64.85	64.93	65.90	65.00	65.45
December 2012	66.25	65.00	65.63	68.05	65.00	66.53
January 2013	66.50	64.10	65.30	71.00	65.00	68.00
February 2013	71.85	60.50	66.18	73.80	60.75	67.28
March 2013	61.00	53.95	57.48	61.80	60.00	60.90

**xi Registrar and Share Transfer Agents [for Physical and Electronic mode]**

Address for communication : Cameo Corporate Services Limited  
Unit : Sical Logistics Limited  
"Subramanian Building", 5th Floor 1, Club House Road Chennai 600 002  
Telephone : 044-28461073 Fax : 044-28460129  
e-mail : cameo@cameoindia.com

**xii Share Transfer System**

Share transfers are effected on requests in Demat form as well as in physical form periodically at frequent intervals.

**xiii Distribution of shareholding as on 31.03.2013**

Number of shares Category	No. of Shares	% to total	No. of Shareholders	% to total
Upto 500	2210983	3.98	40082	95.84
501-1000	754682	1.36	967	2.31
1001-2000	529076	0.95	354	0.85
2001-3000	362218	0.65	137	0.33
3001-4000	189041	0.34	52	0.12
4001-5000	250370	0.45	53	0.13
5001-10000	557933	1.00	74	0.18
10001 & above	50747391	91.27	102	0.24
<b>Total</b>	<b>55601694</b>	<b>100</b>	<b>41821</b>	<b>100</b>

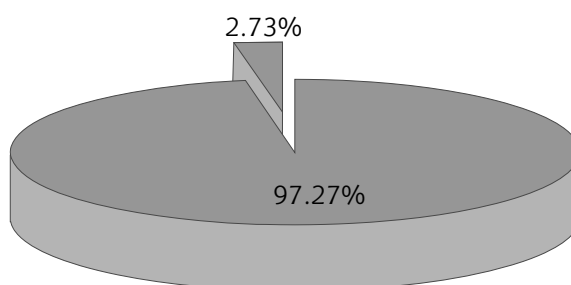
## REPORT ON CORPORATE GOVERNANCE

### xiv Shareholding Pattern as on 31.03.2013

Category	Shareholders [No.]	Number of shares held	Voting Strength [%]
<b>PROMOTER HOLDING</b>			
Promoters & Associates	16	41701270	75.0000
<b>NON-PROMOTER HOLDING</b>			
<i>Institutional Investors</i>			
Financial Institutions	4	164837	0.2965
FII	1	752681	1.3537
Banks	15	10658	0.0192
Mutual Funds	5	1211	0.0022
<b>OTHERS</b>			
Other Bodies Corporate	531	3506067	6.3057
Trusts	2	1851	0.0033
NRIs	181	151090	0.2717
Clearing Members	26	10497	0.0189
Public	41040	9301532	16.7288
<b>Total</b>	<b>41821</b>	<b>55601694</b>	<b>100</b>

### xv Dematerialisation of Shares

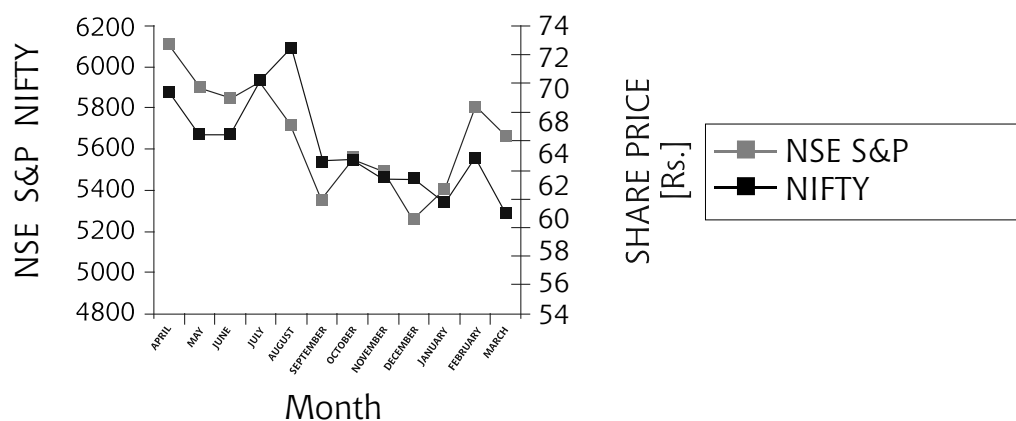
5,40,85,835 equity shares representing 97.27% of the paid-up share capital, have been dematerialized upto 31.03.2013. Trading in equity shares of the Company is permitted only in dematerialized form with effect from 28.08.2000 as per SEBI's orders dated 29.05.2000.



### xvi Nomination of Physical Shares

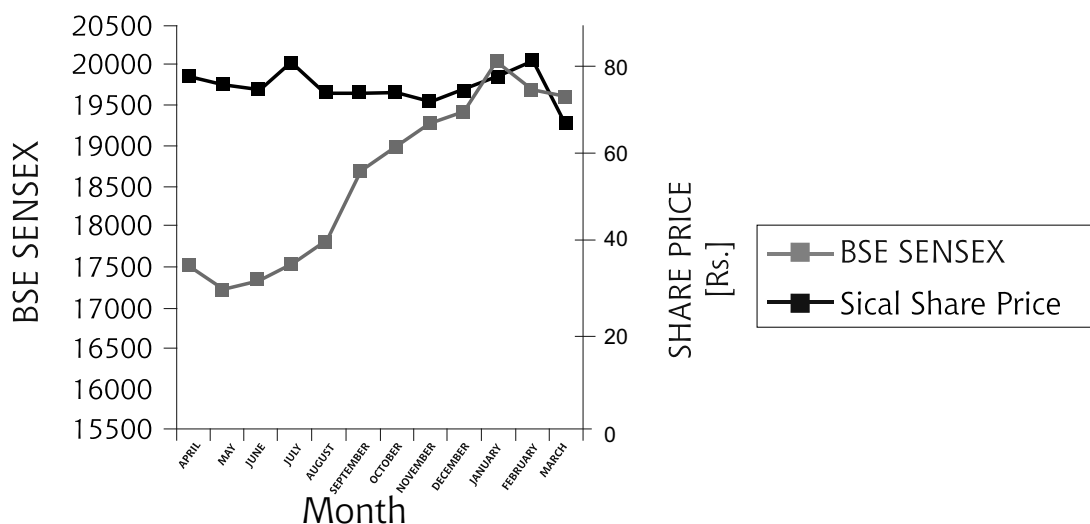
Members holding shares in physical form are encouraged to nominate a person to whom the shares in the Company shall vest in the event of death. Nomination forms will be sent to the Members on request.

### xvii Performance of SICAL Share price in comparison to National Stock Exchange – S&P CNX NIFTY Index. [highest monthly closing]



## REPORT ON CORPORATE GOVERNANCE

xviii Performance of SICAL Share price in comparison to Bombay Stock Exchange - BSE Sensex [highest monthly closing].



**xix Auditors' certificate on corporate governance**

As required by Clause 49 of the Listing Agreement, the auditors certificate is given as an annexure to this report.

**xx CEO / CFO certification**

As required by Clause 49 of the Listing Agreement, the CEO/ CFO certification was submitted to the Board.

**xxi Compliance with non-mandatory requirements of Clause 49 of the Listing Agreement**

Clause 49 of the Listing Agreement mandates the Company to obtain a certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in the Clause and annex the certificate with the directors report, which is sent annually to all the shareholders. We have obtained a certificate to this effect from our Statutory Auditors and the same is given as an annexure to this report.

**Compliance with regard to non-mandatory requirement**

We comply with the following non-mandatory requirements:

**Shareholders' rights**

The Clause states that a half-yearly declaration of financial performance including summary of the significant events in the last six months, may be sent to each household of shareholders.

Presently, the quarterly, half-yearly and annual results, notice regarding convening of general meetings and such other notices as are required under the listing agreement with the Stock Exchanges are published in English and Tamil dailies [Business Standard and Makkal Kural]. The results are also posted on the company's website.

**Whistle-blower policy**

A mechanism for employees has been established to report concerns about unethical behavior, actual or suspected fraud, or violation of the code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. We further affirm that during the financial year 2012-13, no employee has been denied access to the audit committee.

**15. Investor Correspondence**

[For transfer / demat of shares  
Payment of dividend on  
Shares, interest and redemption  
of debentures, any other query]  
relating to the shares and  
debentures of the Company.

**Sical Logistics Ltd.**

Secretarial Department  
"South India House"  
73, Armenian Street  
Chennai :: 600 001  
Telephone : 044-66157016  
Fax : 044-66157017  
e-mail : secl@sical.com  
Website : www.sical.com

**Cameo Corporate Services Ltd.**

Unit : Sical Logistics Ltd.  
Subramanian Building  
V Floor  
No.1, Club House Road  
Chennai :: 600 002  
Telephone:044-28461073  
Fax : 044-28460129  
e-mail:cameo@cameoindia.com



## **COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

### **AUDITORS CERTIFICATE**

[Under Clause 49 of the Listing Agreement]

To

THE MEMBERS OF SICAL LOGISTICS LTD.

We have examined the compliance of the conditions of Corporate Governance by Sical Logistics Limited for the year ended 31 March 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Clause 49 of the 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 conditions given by the Registrar and Transfer Agent of the Company, as on 31 March 2013, there was no investor grievance, remaining unattended.

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

For **M/s CNGSN & Associates**  
Chartered Accountants

Place Chennai  
Date 09th August, 2013

**CN GANGADARAN**  
Partner

## **CEO's DECLARATION ON CODE OF CONDUCT**

To

THE MEMBERS OF SICAL LOGISTICS LTD.

This is to certify that all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct applicable to them for the financial year 2012-13.

For Sical Logistics Limited

Place Chennai  
Date 30th May, 2013

**R RAM MOHAN**  
Managing Director

## AUDITORS' REPORT

### INDEPENDENT AUDITOR'S REPORT

To the Members of Sical Logistics Limited

#### Report on the Financial Statements

We have audited the accompanying financial statements of Sical Logistics Limited ("the Company"), which comprise the Balance sheet as at 31st March 2013, the Statement of Profit and Loss and the 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. 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 judgement, including the assessment of the risks of material misstatements 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 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, 2013;
- (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; and
  - e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

Place Chennai  
Date 30th May 2013

For **CNGSN & ASSOCIATES**  
Chartered Accountants  
**CN GANGADARAN**  
Partner  
Membership No. 11205  
FR No. 0049155

## **Annexure: As Referred to in our report of even date**

- 1 a) The company has maintained proper records showing full particulars including quantitative details and the situation of fixed assets.  
b) All the assets have not been physically verified by the management during the year but, according to the information and explanations given to us, there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.  
c) During the year the company has not disposed off substantial part of the fixed assets and the going concern status of the company is not affected.
- 2 a) Inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.  
b) In our opinion, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.  
c) The company has maintained proper records of inventories. No discrepancies noticed on verification between the physical stock and the book records.
- 3 In our opinion, the company has neither granted nor taken any loans, secured or unsecured from/to the companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956. As such the clauses iii(b), iii(c) and iii(d) of paragraph 4 of the Order, are not applicable.
- 4 In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to sale of the inventory. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control.
- 5 a) In our opinion and according to the information and explanation given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.  
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Sec. 301 of the Companies Act, 1956 and exceeding the value of Rs. 5,00,000/- in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- 6 In our opinion and according to the information and explanation given to us the company has complied with directives issued by the Reserve Bank of India and the provisions of Sec.58A and 58AA of the Companies Act, 1956 and the rules framed there under with regard to deposits accepted from the public. As per the information and explanations given to us no order under the aforesaid sections has been passed by the Company Law Board on the company.
- 7 In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- 8 The company does not come under section 209(1)(d) of the Companies Act.
- 9 a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the undisputed statutory dues in respect of Provident fund, Income Tax, Sales tax, Customs duty, Excise duty, have generally been regularly deposited with the appropriate authorities. In respect of employees' state insurance scheme, contributions have generally been regularly deposited with the appropriate authorities. There are no undisputed statutory dues outstanding for more than 6 months.  
b) As at 31<sup>st</sup> March, 2013 according to the records of the Company, the following are the particulars of the disputed dues on account of Sales-Tax, Income-Tax, Custom Duty and Service Tax matters that have not been deposited:

Nature of Dues	Amount (Rs. In lacs)	Financial Year	Pending Before
Income Tax	9375.90	2009-10	CIT (A)
International Tax	67.09	2002-03	CIT (A)
Service Tax	1,345.53	2001-06	CESTAT
Service Tax	1,160.58	2001-06	CESTAT
Service Tax	147.24	2001-06	CESTAT
Service Tax	4.06	2002-06	CCE(A)
Service Tax	7.53	2002-06	CCE(A)
Service Tax	0.67	2002-06	CCE(A)
Service Tax	5.23	2002-04	CCE(A)
Service Tax	2.30	2006-07	CCE(A)
Service Tax	0.17	2006-07	CCE(A)
Service Tax	2.06	2007-08	CCE(A)
Service Tax	1.26	2007-08	CCE(A)
Service Tax	16.12	2005	CCE(A)
Customs	2.00	2001	CESTAT
Customs	18.01	1996	CESTAT
Sales Tax	37.57	1993-94	High Court

10. The company has neither accumulated losses as at 31st March, 2013 nor it has incurred any cash losses during the financial year ended on that date or in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by management, we are of opinion that the company has not defaulted in repayment of dues to Financial Institutions or bank or debenture holders.
12. According to the information and explanation given to us, the company has not granted any loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute as specified under clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
14. According to the information and explanation given to us, the company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, clause 4(xiv) of Companies (Auditors Report) Order 2003 is not applicable.
15. In our opinion, the terms and conditions on which the company has given guarantees for loans taken by others from banks or financial institution are not prejudicial to the interest of the company.
16. In our opinion, the term loans have been applied for the purpose for which they were raised.
17. According to the information and explanation given to us and on an overall examination of the balance sheet of the company, short-term funds have not been applied for long term purposes.
18. During the year the company has not made any preferential allotment of shares to the parties and the companies covered in the register maintained under Sec. 301 of the Companies Act, 1956. Accordingly, clause 4(xviii) of Companies (Auditors Report) Order 2003 is not applicable.
19. The company has not issued debentures during the year and therefore the question of creation of charge or security does not arise.
20. The company has not raised any money through public issue of equity shares during the year.
21. According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year.

Place Chennai  
Date 30th May 2013

For and on behalf of  
M/S CNGSN & Associates  
Chartered Accountants

**CN GANGADARAN**  
Partner  
Membership No . 11205  
FR No. 0049155

# *SICAL*

COFFEE DAY CO.

Annual report 2012-13  
Accounts

## BALANCE SHEET AS AT 31ST MARCH 2013

(in Rs. lakh)

	Note	On 31 March 2013	On 31 March 2012
<b>I EQUITY AND LIABILITIES</b>			
<b>Shareholder's funds</b>			
(a) Share Capital	02	5,561.97	5,561.97
(b) Reserves & Surplus	03	36,132.34	34,706.33
		<u>41,694.31</u>	<u>40,268.30</u>
<b>Non-current liabilities</b>			
(a) Long term borrowings	05	17,607.64	11,587.73
(b) Deferred tax liabilities, net		116.61	621.35
(c) Other long term liabilities	06	7,068.27	10,691.47
(d) Long term provisions	07	208.70	196.75
		<u>25,001.22</u>	<u>23,097.30</u>
<b>Current Liabilities</b>			
(a) Short term borrowings	08	12,521.64	8,937.83
(b) Trade payables		3,185.46	2,537.73
(c) Other current liabilities	09	9,399.38	3,433.80
(d) Short term provisions	10	49.81	142.68
		<u>25,156.29</u>	<u>15,052.04</u>
<b>TOTAL</b>		<u>91,851.82</u>	<u>78,417.64</u>
<b>II ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	04	12,755.63	9,610.86
(ii) Intangible assets		-	-
(iii) Capital work in progress		300.00	120.00
(iv) Intangible assets under development		-	-
		<u>13,055.63</u>	<u>9,730.86</u>
(b) Non-current investments	11	32,099.27	31,268.27
(c) Deferred tax assets, net		-	-
(d) Long term loans and advances	12	5,327.29	4,355.46
(e) Other non current assets	13	6,720.89	6,712.26
		<u>57,203.08</u>	<u>52,066.85</u>
<b>Current assets</b>			
(a) Current investments	14	-	-
(b) Inventories	15	600.82	473.60
(c) Trade receivables	16	12,779.02	7,994.41
(d) Cash and cash equivalents	17	9,329.71	2,978.97
(e) Short term loans and advances	18	10,647.33	13,737.89
(f) Other current assets		1,291.86	1,165.92
		<u>34,648.74</u>	<u>26,350.79</u>
<b>TOTAL</b>		<u>91,851.82</u>	<u>78,417.64</u>

Notes 2 to 18 and Note 1 form an integral part of the Financial Statements.  
This is the Balance Sheet referred to in our report of even date.

For and on behalf of  
M/S CNGSN & Associates  
Chartered Accountants

**CN GANGADARAN**  
Partner  
Membership No. 11205  
FR No. 0049155

Place Chennai  
Date 30th May 2013

**R Ram Mohan**  
Managing Director

**AS Sundaresha**  
Director

**V Radhakrishnan**  
Company Secretary

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2013

	Note	On 31 March 2013	(in Rs. lakh) On 31 March 2012
Revenue from operations	19	<b>49,997.78</b>	50,109.45
Other income	20	<b>1,323.07</b>	677.67
		<b><u>51,320.85</u></b>	<u>50,787.12</u>
<b>Expenses:</b>			
Cost of services/materials	21	<b>41,119.27</b>	42,226.01
Employee benefit expense	22	<b>1,943.89</b>	2,039.66
Finance costs	23	<b>4,704.85</b>	3,148.07
Depreciation and amortisation expense	04	<b>1,454.33</b>	1,336.51
Other expenses	24	<b>1,457.47</b>	1,141.38
<b>Total expenses</b>		<b><u>50,679.81</u></b>	<u>49,891.63</u>
Profit before exceptional and extra-ordinary items and tax		<b>641.04</b>	895.49
Exceptional items		<b>132.46</b>	137.17
Profit before extra-ordinary items and tax		<b>773.50</b>	1,032.66
Extraordinary items		-	-
Profit before tax		<b>773.50</b>	1,032.66
Tax expense			
- Current Tax		<b>84.61</b>	144.80
- Current tax (MAT Cr)		<b>-333.61</b>	-
- Deferred tax		<b>-504.75</b>	-440.89
Profit from continuing operations		<b><u>1,527.25</u></b>	<u>1,328.75</u>
Prior period items		<b>-355.43</b>	-
Profit for the period		<b><u>1,171.82</u></b>	<u>1,328.75</u>
Basic EPS (Rs.) after tax but before Exceptional Items		<b>2.51</b>	2.14
Diluted EPS (Rs.) after tax but before Exceptional Items		<b>2.51</b>	2.14
Basic EPS (Rs.) after tax and Exceptional Items		<b>2.11</b>	2.39
Diluted EPS (Rs.) after tax and Exceptional Items		<b>2.11</b>	2.39

Note 19 to 24 and Note 1 form an integral part of this statement of Profit and Loss  
This is the statement of profit and loss referred to in our report of even date.

For and on behalf of  
M/S CNGSN & Associates  
Chartered Accountants

**CN GANGADARAN**

Partner  
Membership No . 11205  
FR No. 004915S

Place Chennai  
Date 30th May 2013

**R Ram Mohan**  
Managing Director

**AS Sundaresha**  
Director

**V Radhakrishnan**  
Company Secretary

## NOTES

### Note 1A: SIGNIFICANT ACCOUNTING POLICIES

#### 1. Method of Accounting

The financial statements have been prepared under the historical convention on an accrual basis of accounting in accordance with generally accepted accounting principles notified under section 211(3C) of the Companies Act, 1956 and the relevant provisions thereof except in the case of certain fixed assets which were revalued as stated below:

#### 2. Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

Other assets including the additions subsequent to revaluation are shown at cost, which includes capitalization of pre-operative expenses and net of CENVAT credit availed wherever applicable.

With regard to assets acquired under hire purchase, the cost of the assets are capitalized while the annual charges are charged to revenue.

#### 3. Borrowing Cost

Borrowing costs are capitalized as part of qualifying fixed assets wherever it is possible that they will result in future economic benefits. Other borrowing costs are expensed.

#### 4. Depreciation

Depreciation is consistently provided at the rates prescribed under Schedule XIV of the Companies Act, 1956 on the following methods:

- a) Assets of logistics division at written down value method except assets of transportation & warehousing divisions at straight-line method. Port handling equipments at Ennore Port and JD V are written off over the period of BOT Scheme.
- b) Depreciation on certain premises are provided on composite cost where it is not possible to segregate the land cost.
- c) Assets costing less than Rs.5000 are fully depreciated.

#### 5. Investments (Long Term)

Investments in shares and debentures are stated at cost, net of permanent diminution in value wherever necessary.

#### 6. Inventories

- a) Stores and Spares used for running of trucks and other machineries valued at lower of cost and net realizable value.
- b) Loose tools are valued after writing off certain percentage of cost.

#### 7. Excise Duty

CENVAT credit on materials purchased and on input services used for providing output services are taken into account at the time of purchase/payment and CENVAT credit on purchase of capital items wherever applicable are taken into account as and when the assets are installed, to the credit of respective purchase and assets accounts. The CENVAT credits so taken are utilized for payment of service tax on output services provided. The unutilized CENVAT credit is carried forward in the books.

#### 8. Revenue Recognition

Revenue is recognized on their accrual as stated below.

- i. Net earnings on completion of service.
- ii. Other services on completion of services.
- iii. Expenditure incurred on incomplete services are included under "Advances Recoverable".



## NOTES

### 9. Foreign Currency transactions

Foreign currency transactions are recorded in the books at the rates prevailing on the date of transaction.

Foreign currency monetary items as on balance sheet date are translated at exchange rate in effect at the Balance sheet date. The gains or losses from such transactions are included in the Statement of Profit and loss. Out of the total exchange difference of Rs.384.67 lakhs arose on reporting of long term foreign currency monetary items as on Balance sheet date, Rs 130.48 lakhs included in the Statement of profit and loss and balance of Rs. 254.19 lakh transferred to Foreign Currency Translation Reserve Account as per AS-11 (R) issued by the Central Government vide their notification no G.S.R 225(E) Dt. 31<sup>st</sup> March ,2009.

### 10. Retirement Benefits

Short term employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

Post employment and other long term employee benefits are charged off in the year in which the employee has rendered service. The amount charged off is recognised at the present value of the amounts payable determined using actuarial valuation method. Actuarial gains and losses in respect of post employment and other long term benefits are charged to Statement of Profit and Loss.

### 11. Contingent Liabilities & Provisions

All known liabilities of material nature have been provided for in the accounts except liabilities of a contingent nature, which have been disclosed at their estimated value in the notes on accounts in accordance with Accounting Standard- 29. As regards Provisions, it is only those obligations arising from past events existing independently of an enterprise's future actions that are recognized as provisions.

### 12. Segment reporting

The accounting policies adopted for Segment reporting are in line with the Accounting Standard-17. The Company is primarily engaged in providing integrated logistics services which is considered as single business segment in terms of segment reporting as per AS 17. There being no services rendered outside India there are no separate geographical segments to be reported on.

### 13. Discontinuing Operations

There are no discontinuing operations that have been reported in the current year financials, thus no disclosure as per Accounting Standard – 24.

### 14. Impairment of Assets

The Company recognizes impairment of all assets other than the assets, which are specifically excluded under Accounting Standard-28 on Impairment of Assets after comparing the asset's recoverable value with its carrying amount in the books. In case the carrying amount exceeds recoverable value, impairment losses are provided for.

The company has introduced a policy of measuring impairment of its goodwill on an annual basis. While testing for impairment the company shall pay heed to market prospects, company profitability, EPS and performance indicators in determining the same. Any upward movement in goodwill shall not be considered on account of prudence.

### 15. Deferred Taxes

- a. Current Tax is determined in accordance with the Income Tax Act, 1961.
- b. Deferred tax is recognized for all the timing differences. Deferred tax assets are recognized when considered prudent.

## NOTES

### Note 1B: NOTES ON ACCOUNTS

- 1 Claims against the Company not acknowledged as debts Rs.1973.60 Lakhs (Previous Year: Rs.906.44 Lakhs).
- 2 In accordance with Accounting Standard-29, the following are considered as Contingent liabilities and Provisions:
  - a) Sales Tax, Service Tax, Customs, Wealth Tax and Income Tax demands together with penalties under appeal amounts to Rs.15335.62 Lakhs (Previous Year: Rs.8714.42 Lakhs).
  - b) Guarantees given by the Company for loans taken by other bodies corporate (subsidiary companies) to complete their projects is Rs 48567.00 Lakhs (Previous Year: Rs.46862.00 Lakhs).
  - c) Guarantees given by bankers for Performance of Contracts & others is Rs.6757.99 Lakhs (Previous Year: Rs.3609.48 Lakhs).
- 3 Sundry Debtors, Loans and Advances and Deposits include certain overdue and unconfirmed balances. Some of the accounts are under reconciliation. These include:
  - a) Retention money retained as per terms in contracts Rs. 5894.54 Lakhs (Previous Year: Rs.5781.27 Lakhs).
- 4 Deposit with Bank in pursuance of Rule 3 A of the Companies (Acceptance of Deposit) Rules, 1975 included under fixed deposits with banks Rs.8.08 Lakhs (Previous Year: Rs. 9.19 Lakhs).
- 5 Balance with Central Excise Authorities includes unutilised Cenvat Credits of Rs.Nil (Previous Year: Rs. 39.43 Lakhs).
- 6 The provision for Taxation includes Rs.1.00 Lakh (Previous Year: Rs. 1.00 Lakh) towards Wealth tax.
- 7 Letters of confirmation of balances in personal account of suppliers, debtors and principals, loans and advances and in-operative bank accounts have been called for and where not received is being followed up.
- 8 Sundry Creditors include Rs.Nil (Previous Year: Rs. Nil Lakh) due to small scale industrial undertakings to the extent such parties have been identified by the Management and relied upon by auditors. The Company has normally made payments to Small Scale Industrial units in due time and also there being no claim from the parties, interest, if any, on overdue payments is unascertainable and thus not provided for.
- 9 **Micro, Small and Medium Enterprises Development Act, 2006**  
The management is currently in the process of identifying enterprises which have provided goods and services to the company and which qualify under the definition of medium and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such medium and small enterprises as at 31 March 2013 has not been made in the financial statements. However, in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material.

## NOTES

### 10. Borrowings

#### a. Long-term borrowings

(in Rs. lakhs)

Particulars	Non Current Portion		Current Maturities	
	On March 31, 2013 Rs.	On March 31, 2012 Rs.	On March 31, 2013 Rs.	On March 31, 2012 Rs.
Term loans from Banks & Financial Institutions(FIs)				
Secured	17,607.64	11,587.73	3,542.02	2,043.10
<b>Total</b>	<b>17,607.64</b>	<b>11,587.73</b>	<b>3,542.02</b>	<b>2,043.10</b>
Amount disclosed under the head "Other Current Liabilities"	-	-	3,542.02	2,043.10
<b>Net Amount</b>	<b>17,607.64</b>	<b>11,587.73</b>	-	-

(in Rs. lakhs)

Particulars	On March 31, 2013		On March 31, 2012	
	Secured	Rate of Interest	Secured	Rate of Interest
Term loans from Banks & FIs				
Bank of Baroda	6,333.20	BPLR Based Floating Rate	7,166.40	BPLR Based Floating Rate
Ratnakar Bank	7,498.06	BPLR Based Floating Rate	-	BPLR Based Floating Rate
Yes Bank	703.00	BPLR Based Floating Rate	925	BPLR Based Floating Rate
ING Vysa Bank	1,999.46	BPLR Based Floating Rate	-	BPLR Based Floating Rate
HDFC	2,673.54	BPLR Based Floating Rate	2,886.86	BPLR Based Floating Rate
IDFC	1,375.15	BPLR Based Floating Rate	1,810.67	BPLR Based Floating Rate
SREI & Others	567.25	BPLR Based Floating Rate	841.90	BPLR Based Floating Rate
<b>Total Term loans from banks &amp; FIs secured</b>	<b>21,149.66</b>		<b>13,630.83</b>	

## NOTES

### Bank of Baroda Term Loan

The company took Term loan of Rs 75 Crores in the year 2011. The loan is repayable in 60 monthly installments. As on 31st March 2013, 39 Installments were payable. The Loan is secured by Equitable mortgage of certain Land and building, Hypothecation of- Dredger, Equipments and Machineries, movable fixed assets, Raw-material, Stock in progress, stores & spares, Packing material, Finished goods and Book debts.

### Ratnakar Bank

The company has taken Long term Loan of Rs 75 Crores against security of certain Immovable properties(Land), during the FY with a moratorium period of 24 months. Loan is repayable in 8 equal quarterly installments after the moratorium period.

### YES Bank

Secured loan of Rs 25 Crores was taken in the year 2005 to refinance the loan taken for purchase of Crane and hoppers for Ennore Coal Handling Facility. As on 31st March 2013, 36 installments were payable. The same is secured against the purchased assets.

### ING Vysa Bank

The company has taken the term loan during the Current FY of Rs. 20 Crores, to meet its capital expenditure requirements against security of movable Fixed assets to be funded out of the loan amount, with a moratorium period of 12 months. Loan is repayable in 12 equal Quarterly installments.

### HDFC

Secured loan of Rs 44 Crores was taken in the year 2005 to refinance the loan taken for purchase of Crane and Hoppers for Ennore Coal Handling Facility. As on 31st March 2013, 60 installments were payable. The same is secured against the purchased assets

### IDFC

Secured loan of Rs 49 Crores was taken in the year 2005 to refinance the loan taken for purchase of Crane and Hoppers for Ennore Coal Handling Facility. As on 31st March 2013, 36 installments were payable. The same is secured against the purchased assets.

### SREI

Secured loan of Rs 10 Crores was taken in the year 2011 to finance purchase of Pay-loaders and Tippers. As on 31st March 2013, 16 installments were payable. The same is secured against the purchased assets.

### b. Short-term borrowings

(in Rs. lakhs)

Particulars	On March 31, 2013	On March 31, 2012
Loans repayable on demand		
From banks Secured	12,521.64	8,937.81

(in Rs. lakhs)

Particulars	On March 31, 2013	Rate of Interest	On March 31, 2012	Rate of Interest
Bank of Baroda	12521.64	BPLR Based Floating Rate	8740.20	BPLR Based Floating Rate
Allahabad Bank & Others	-		197.61	BPLR Based Floating Rate

### a. Details of Security for secured short term borrowings

Working capital facility of Rs.125,21,63,903/- are secured by composite hypothecation of entire raw materials, stock in process, stores and spares, packing material, finished goods, Plant & Machinery etc and Book debts & Trade Advances of the company both present and future as well as Equitable Mortgage of certain Land & Buildings.

## NOTES

### 11. Employee Benefits

Disclosures required under Accounting Standard 15 on Employee Benefits are given below:

Defined Contribution Plan:

	(In Rs. lakh)
Employer's Contribution to Provident Fund	51.93
Employer's Contribution to Superannuation Fund	4.50
Employer's Contribution to Pension Scheme	29.88

The Company has obtained exemption for its Provident Fund under Section 17 of Employer's Provident Fund and Miscellaneous Provisions Act, 1952.

#### Defined Benefit Plan

Employees' Gratuity fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognises each period of services giving rise to additional unit of employee entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as gratuity.

As per the transitional provisions specified in the Standard, the difference in the liability as per the existing policy followed by the Company and that arising on adoption of this standard is required to be charged to opening reserves and surplus account. However, there is no significant impact on adoption of the Standard which is required to be adjusted to the opening balance of reserves and surplus.

Actuarial Assumptions	Gratuity	Leave Encashment (Unfunded)
<b>a) Assumptions</b>		
Discount Rate	8.60%	8.60%
Salary Escalation	6.00%	6.00%
Attrition rate	2.00%	2.00%
Expected Rate of Return on Plan Assets	9.25%	-
	(Rs. in '000)	(Rs. in '000)
<b>b) Table showing changes in present value of obligation</b>		
Table showing changes in present value of obligation		
Present value of obligation as at beginning of the year	19,675	7,691
Current service cost	2,535	492
Interest cost	1,558	592
Past Service Cost (Vested Benefits)	-	-
Benefit paid	(3,114)	(1,620)
Actuarial loss/(gain) on obligation (Balancing figure)	217	(2,174)
Present value of obligation as at end of the year	20,870	4,981
<b>c) Table showing changes in the fair value of Plan assets</b>		
Fair value of plan assets as at beginning of the year	12,818	-
Expected return on plan assets	1,103	-
Contributions	1,331	1,620
Benefits Paid	(3,114)	(1,620)
Actuarial loss/(gain) on obligation (Balancing figure)	54	-
Fair value of plan assets as at end of the year	12,192	-
<b>d) Reconciliation of fair value of assets and obligations</b>		
Fair value of plan assets as at end of the year	12,192	-
Present value of obligation as at end of the year	20,870	-
Net Assets/(Liability) recognised in balance sheet	(8,678)	-
<b>e) Expenses recognised during year Current service cost</b>	2,535	492
Interest cost	1,558	592
Expected return on plan assets	(1,103)	-
Net actuarial (Gain)/Loss recognised in the year	163	(2,174)
Past Service Cost (Vested Benefits)	-	-
<b>Expenses recognized</b>	<b>3,153</b>	<b>(1,090)</b>

## NOTES

### 12 a Managerial Remuneration

Particulars	2012-13	2011-12
Salaries & Allowance	-	39.27
Contribution to Provident and Other Funds	-	1.20
Perquisites	-	4.54
Terminal benefits(Insurance, Club subscription etc.)	-	-
<b>Total</b>	<b>-</b>	<b>45.01</b>

### b Commission Payable to Directors

Particulars	2012-13	2011-12
PBT as per P & L before Exceptional Items	<b>641.04</b>	895.49
Add:		
Salary & Allowances to Directors	-	42.59
PF Contribution	-	1.20
Perks to Directors	-	1.22
Directors Sitting Fees	<b>7.80</b>	5.40
Commission to Director	<b>6.79</b>	9.79
Depreciation as per book	<b>1,454.33</b>	1,336.51
Assets W/O	-	-
	<b>1,468.92</b>	1,396.71
	<b>2,109.96</b>	2,292.20
Less:		
Depreciation as per Sec350	<b>1,429.69</b>	1,309.82
Provision for wealth tax	<b>1.00</b>	1.00
Profit on sale of Asset	<b>0.11</b>	2.31
	<b>1,430.80</b>	1,313.13
Profit Computed U/s 349 of companies Act	<b>679.16</b>	979.07
1% of the above	<b>6.79</b>	9.79

### 13 a Expenditure in Foreign Currency during the financial Year.

Particulars	2012-13	2011-12
Travel	<b>4.14</b>	2.47
Ocean freight	-	0.84
Repairs and Maintenance	<b>749.14</b>	55.93
Others	-	18.22
<b>Total</b>	<b>753.28</b>	<b>77.46</b>

### b) Earnings in foreign exchange (received during the year)

Particulars	2012-13	2011-12
Agency fees	<b>52.09</b>	57.29
Commission	-	0.20
Interest	<b>0.01</b>	0.05
Others	<b>19.28</b>	30.84
<b>Total</b>	<b>71.38</b>	<b>88.38</b>

## NOTES

### 14 Related Party disclosure:

#### I Related parties where control exists

##### Subsidiary Companies

- a Sical Infra Assets Ltd. and its subsidiaries, Sical Multimodal and Rail Transport Ltd., Nagpur Sical Gupta Road Terminal Ltd. & Nagpur Sical Gupta Logistics Ltd.
- b Bergen Offshore Logistics Pte. Ltd. & its subsidiary Norsesea Global Offshore Private Ltd.
- c Sical Iron Ore Terminals Ltd.
- d Sical Iron Ore Terminal (Mangalore) Ltd.
- e Norsesea Offshore India Ltd.
- f Sical Adams Offshore Ltd.

#### II Other related parties with whom trade transactions have taken place during the year

##### Joint Ventures

PSA Sical Terminals Ltd  
Ennore Automotive Logistics Ltd.

##### Key Management Personnel

**R Ram Mohan** Managing Director

#### Related Party Transactions

Transactions	Subsidiaries	Associates/Joint Venture Companies	(in Rs. lakh)	
			Key Management Personnel	
Rendering of services	1383.61 (606.76)	280.80 (245.90)		
Receiving services	111.88 (101.06)	- -		
Reimbursement of expense	73.70 (321.63)	- (7.97)		
Loans and advance	2547.82 (12,648.69)	- (0.03)		
Investment in equity	831.00 (8015.96)	- -		
Managerial Remuneration				- (45.01)
<b>Closing Balances</b>				
Other liabilities-related parties	1796.12 (116.94)	- -		
Loans and Advances	7379.82 (9926.51)	(1.13)		
Debtors	1535.85 (188.09)	39.27 (27.20)		
Creditors	204.33 (164.09)	- -		

Note: Figures in brackets relate to previous year

## NOTES

### 15. Segment Information for the year ended 31 March 2013

Information about primary Business Segment

The Company is primarily engaged in providing integrated logistics services which is considered as single business segment in terms of segment reporting as per AS 17. There being no services rendered outside India there are no separate geographical segments to be reported on.

### 16 a Deferred tax asset arising out of timing difference relating to

S.No	Particulars	Opening	Current year Adjustments / Additions	(In Rs. lakh) Closing
1	Carry forward business loss	823.68	419.46	1243.14
	<b>Total</b>	<b><u>823.68</u></b>	<b><u>419.46</u></b>	<b><u>1243.14</u></b>

### b Deferred tax liability arising out of timing difference relating to

S.No	Particulars	Opening	Current year Adjustments / Additions	Closing
1	Depreciation	1446.04	(85.52)	1360.52
2	Technical know how	(1.01)	0.24	(0.77)
	<b>Total</b>	<b><u>1445.03</u></b>	<b><u>(85.28)</u></b>	<b><u>1359.75</u></b>

**Net Deferred tax liability for the year Rs. 116.61 lakhs**

### 17 Exceptional Items:

Particulars	2012-13	2011-12
Foreign currency translation reserve written off	<b>130.48</b>	82.40
Foreign exchange fluctuation difference	<b>1.98</b>	19.34
Gain on payment of FCCB	-	<u>69.72</u>
	<b><u>132.46</u></b>	171.46
Less: Tax on the above -credit /charge	-	34.29
<b>Total</b>	<b><u>132.46</u></b>	<b><u>137.17</u></b>



## NOTES

### 18 Earning Per Share

<b>Particulars</b>	<b>31.03.13</b>	31.03.12
Profit including profit of discontinued operation after tax before Exceptional Items as per Profit & Loss Account (Rs. In Lakhs)	<b>1394.79</b>	1191.58
Profit After Prior Period adjustments as per Profit & Loss Account (Rs. In Lakhs)	<b>1171.82</b>	1328.75
Number of Shares Used in computing Earnings Per Share - For Basic	<b>55601694</b>	55601694
Number of Shares Used in computing Earnings Per Share - For Diluted	<b>55601694</b>	55601694
Earning Per Share - Basic (In Rs.) - Before Exceptional Item and Prior Period Adjustments	<b>2.51</b>	2.14
Earning Per Share - Diluted (In Rs.) - Before Exceptional Item and Prior Period Adjustments	<b>2.51</b>	2.14
Earning Per Share - Basic (In Rs.) - After Exceptional Item and Prior Period Adjustments	<b>2.11</b>	2.39
Earning Per Share - Diluted (In Rs.) - After Exceptional Item and Prior Period Adjustments	<b>2.11</b>	2.39
Face Value Per Share Rs.	<b>10.00</b>	10.00

19 Previous year's figures have been regrouped, reclassified and rearranged wherever necessary.

For and on behalf of  
M/S CNGSN & Associates  
Chartered Accountants

**CN GANGADARAN**

Partner  
Membership No . 11205  
FR No. 004915S

Place: Chennai  
Date: 30th May 2013

**R Ram Mohan**  
Managing Director

**AS Sundaresha**  
Director

**V Radhakrishnan**  
Company Secretary

## NOTES

### Note 2: SHARE CAPITAL

	Authorised			Issued			Subscribed			Paid-up		
	Number of shares	Face value (Rs.)	Total value (in Rs. lakhs)	Number of shares	Face value (Rs.)	Total value (in Rs. lakhs)	Number of shares	Face value (Rs.)	Total value (in Rs. lakhs)	Number of shares	Face value (Rs.)	Total value (in Rs. lakhs)
Equity Shares												
Opening balance as on 01-Apr-2011	60,000,000	10	6,000.00	39,562,022	10	3,956.20	39,557,782	10	3,955.78	39,521,684	10	3,952.17
Increase during the year	-	-	-	16,080,010	10	1,608.00	16,080,010	10	1,608.00	16,080,010	10	1,608.00
Closing balance as on 31-Mar-2012	60,000,000	10	6,000.00	55,642,032	10	5,564.20	55,637,792	10	5,563.78	55,601,694	10	5,560.17
Preference shares												
Opening balance as on 01-Apr-2011	150,000,000	10	15,000.00	-	-	-	-	-	-	-	-	-
Increase during the year	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as on 31-Mar-2012	150,000,000	10	15,000.00	-	-	-	-	-	-	-	-	-
Equity shares forfeited												
Opening balance as on 01-Apr-2011	-	-	-	-	-	-	-	-	-	36098	-	1.80
Increase during the year	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as on 31-Mar-2012	-	-	-	-	-	-	-	-	-	36098	-	1.80
Share Capital Total	-	-	-	-	-	-	-	-	-	-	-	5,561.97

## NOTES

### Note 2: SHARE CAPITAL (contd.)

	Authorised			Issued			Subscribed			Paid-up		
	Number of shares	Face value (Rs.)	Total value (in Rs. lakhs)	Number of shares	Face value (Rs.)	Total value (in Rs. lakhs)	Number of shares	Face value (Rs.)	Total value (in Rs. lakhs)	Number of shares	Face value (Rs.)	Total value (in Rs. lakhs)
<b>Equity Shares</b>												
Opening balance as on 01-Apr-2012	60,000,000	10	6,000.00	55,642,032	10	5,564.20	55,637,792	10	5,563.78	55,601,694	10	5,560.17
Increase during the year	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as on 31-Mar-2013	60,000,000	10	6,000.00	55,642,032	10	5,564.20	55,637,792	10	5,563.78	55,601,694	10	5,560.17
<b>Preference shares</b>												
Opening balance as on 01-Apr-2012	150,000,000	10	15,000.00	-	-	-	-	-	-	-	-	-
Increase during the year	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as on 31-Mar-2013	150,000,000	10	15,000.00	-	-	-	-	-	-	-	-	-
<b>Equity shares forfeited</b>												
Opening balance as on 01-Apr-2012	-	-	-	-	-	-	-	-	-	36098	-	1.80
Increase during the year	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as on 31-Mar-2013	-	-	-	-	-	-	-	-	-	36098	-	1.80
<b>Share Capital Total</b>	-	-	-	-	-	-	-	-	-	-	-	5,561.97

Of the Above

- 9320003 Equity Shares Of Rs.10 Each were allotted as fully paid up as per the earlier schemes of Amalgamation
- 9860910 Equity Shares of Rs.10 Each were Allotted as fully paid up to the share holders of 34513195, 1% Preference Shares on 1/4/1997 in terms of Special resolution passed by the shareholders on 9/12/1996
- 47,61,908 Equity shares of Rs.10 each were allotted as fully paid up by way of bonus shares by capitalisation of Securities premium.

## NOTES

### Note 2: SHARE CAPITAL (contd.)

i) **Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates**

Particulars	Equity Shares with voting rights	Equity Shares with differential voting rights	Compulsorily convertible preference shares	Optionally convertible preference shares	Redeemable preference shares
<b>On 31 March 2013</b>					
Tanglin Retail Reality Developments Private Limited, the holding company	29372268	Nil	Nil	Nil	Nil
<b>On 31 March 2012</b>					
Tanglin Retail Reality Developments Private Limited, the holding company	29539786	Nil	Nil	Nil	Nil

ii) **Details of shares held by each shareholder holding more than 5% shares**

Class of Shares/Name of shareholder	<u>On March 31, 2013</u>		<u>On March 31, 2012</u>	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Tanglin Retail Reality Developments Private Limited	29372268	52.83%	29539786	53.13%
Ranford Investments Limited	7225649	13.00%	7225649	13.00%
Damolly Investments Limited	3323934	5.98%	3323934	5.98%

iii) **Details of forfeited shares**

Class of Shares	<u>On March 31, 2013</u>		<u>On March 31, 2012</u>	
	Number of shares	Amount originally paid up	Number of shares	Amount originally paid up
Equity shares with voting rights	36098	180490	36098	180490

### Note 3: RESERVES AND SURPLUS

(in Rs lakh)

Particulars	Capital Reserve	Securities Premium Account	General Reserve	Foreign Currency Translation Reserve	Balance in P&L Account	Total
Opening balance as on 01-Apr-2011	1093.31	-	3294.37	-	18344.97	22732.65
Current year surplus	-	10612.81	-	741.62	1,328.75	12683.18
Transferred to General Reserve	-	-	-	-	-	-
Transferred for TDS on FCCB	-	-627.10	-	-	-	-627.10
Transferred from Profit and Loss Account	-	-	-	-82.40	-	-82.40
Goodwill on demerger written off	-	-	-	-	-	-
Dividend payable	-	-	-	-	-	-
Closing balance as on 31-Mar-2012	1093.31	9985.71	3294.37	659.22	19673.72	34706.33
Opening balance as on 01-Apr-2012 surplus	1093.31	9985.71	3294.37	659.22	19673.72	34706.33
Transferred to General Reserve	-	-	-	-	1,171.82	1171.82
Transferred from Profit and Loss Account	-	-	-	254.19	-	254.19
Transferred for TDS on FCCB	-	-	-	-	-	-
Security premium on shares allotted during year	-	-	-	-	-	-
Dividend payable	-	-	-	-	-	-
Closing balance as on 31-Mar-2013	1093.31	9985.71	3294.37	913.41	20845.54	36132.34

**Note 4: FIXED ASSETS**

(in Rs. lakhs)

Particulars	Gross Block				Depreciation				Net Block		
	As on 01.04.12	Additions	Transfers In / (Out)	Sales / Adjustments	As on 31.03.13	For the Year	Transfers In / (Out)	With- drawn	Up to 31.03.13	As on 31.03.13	As on 31.03.12
Freehold Land	1,718.89	4.50	-	-	1,723.39	-	-	-	-	1,723.39	1,718.89
Buildings	807.48	10.80	-	-	818.28	16.94	(0.01)	-	334.29	483.99	490.12
Plant & Machinery	398.67	4,112.24	(63.77)	-	4,447.14	209.01	(45.80)	-	438.56	4,008.58	123.32
Office Equipments	642.42	47.15	63.86	3.09	750.34	48.16	47.73	1.84	624.12	126.22	112.35
Furniture & Fixtures	385.28	19.57	(0.09)	0.04	404.72	10.65	(1.56)	-	347.90	56.82	46.47
Trucks	3,012.27	135.46	-	-	3,147.73	184.39	(25.78)	-	2,804.39	343.33	366.49
Vehicles	801.29	7.33	-	-	808.62	167.80	25.42	-	437.98	370.64	556.53
Leased Machinery	-	239.15	-	-	239.15	49.82	-	-	49.82	189.33	-
Port Handling Equipment	11,909.17	24.19	-	-	11,933.36	767.56	-	-	6,480.04	5,453.32	6,196.69
<b>Grand Total</b>	<b>19,675.47</b>	<b>4,600.39</b>	<b>-</b>	<b>3.13</b>	<b>24,272.73</b>	<b>1,454.33</b>	<b>-</b>	<b>1.84</b>	<b>11,517.10</b>	<b>12,755.63</b>	<b>9,610.86</b>
Capital Work in Progress	120.00	300.00	(120.00)	-	300.00	-	-	-	-	300.00	120.00
	<b>19,795.47</b>	<b>4,900.39</b>	<b>(120.00)</b>	<b>3.13</b>	<b>24,572.73</b>	<b>1,454.33</b>	<b>-</b>	<b>1.84</b>	<b>11,517.10</b>	<b>13,055.63</b>	<b>9,730.86</b>

**NOTES**

WDV of the Assets acquired under Hire Purchase agreement included under :

	31-03-13	31-03-12
		(in Rs Lakh)
Vehicle	-	<b>9.12</b>
Trucks	<b>121.29</b>	<b>15.49</b>

**NOTE 4: FIXED ASSETS - PREVIOUS YEAR**

(in Rs lakh)

FIXED ASSETS	COST				DEPRECIATION				NET BLOCK	
	Opening 01.04.11	Addition	Deduction	Closing 31.03.12	Upto last year 01.04.11	For the Year	Sales/ adjustments	To date 31.03.12	As at Year end 31.03.12	Previous year 31.03.11
Land	1494.82	224.07	-	1718.89	-	-	-	-	1718.89	1494.82
Building	803.55	3.93	-	807.48	301.57	15.79	-	317.36	490.12	501.98
Plant & Machinery	273.56	50.16	-74.95	398.67	210.98	13.10	-51.27	275.35	123.32	62.58
Leased Machinery	-	-	-	-	-	-	-	-	-	-
Office Equipment	674.19	43.14	74.91	642.42	531.85	49.98	51.76	530.07	112.35	142.34
Furnitures & Fixtures	374.37	10.95	0.04	385.28	329.55	8.77	-0.49	338.81	46.47	44.82
Trucks	2998.78	25.64	12.15	3012.27	2297.23	357.20	8.65	2645.78	366.49	701.55
Vehicles	140.23	661.06	-	801.29	101.38	143.38	-	244.76	556.53	38.85
Port Handling Equipment	11279.10	630.07	-	11909.17	4964.19	748.29	-	5712.48	6196.69	6314.91
<b>Total</b>	<b>18038.60</b>	<b>1649.02</b>	<b>12.15</b>	<b>19675.47</b>	<b>8736.75</b>	<b>1336.51</b>	<b>8.65</b>	<b>10064.61</b>	<b>9610.86</b>	<b>9301.85</b>

**NOTES**

WDV of the Assets acquired under Hire Purchase agreement included under:

	31-03-12	31-03-11
	in Rs Lakh	
Vehicles	9.12	12.30
Trucks	15.49	298.99

## NOTES

(in Rs. lakhs)

On March 31, 2013

On March 31, 2012

### Note 05: LONG TERM BORROWINGS

#### Term Loans

From banks

**14052.81**

7036.07

From other parties

**3554.83**

4551.66

#### Total

**17607.64**

11587.73

a) Term Loans from Banks are secured by way of mortgage of movable and immovable property acquired under the respective Loan, hypothecation of current assets as applicable.

b) Term Loans from financial institutions are secured by way of equipments acquired under the Loan, first charge/mortgage on movable and immovable assets as applicable.

### Note 06: OTHER LONG TERM LIABILITIES

Other Payables

**7068.27**

10691.47

#### Total

**7068.27**

10691.47

### Note 07: LONG TERM PROVISIONS

Provision for employee benefits

**208.70**

196.75

#### Total

**208.70**

196.75

### Note 08: SHORT TERM BORROWINGS

Loans repayable on demand

From banks

**12521.64**

8864.47

From other parties

-

73.36

#### Total

**12521.64**

8937.83

Working Capital Facilities from Bankers are secured by way of hypothecation of stocks, book debts, other current assets & equitable mortgage/deposit of title deeds of certain Immovable Properties.

### Note: 09: OTHER CURRENT LIABILITIES

Current maturities of long term debt

**3542.02**

2043.10

Interest accrued but not due on borrowings

**21.48**

4.70

Unpaid dividends

**11.23**

11.25

Application money received for allotment of securities and

Unpaid matured debentures and interest accrued thereon

**0.44**

0.44

Deposits accepted

**1405.99**

72.02

Other liabilities related parties

**1796.12**

116.94

Statutory dues payable

**537.06**

62.97

Expenses payable

**2085.04**

1122.38

#### Total

**9399.38**

3433.80

### Note 10: SHORT TERM PROVISIONS

Provision for employee benefits

**49.81**

142.68

#### Total

**49.81**

142.68

### Note 11: NON-CURRENT INVESTMENTS

Investment in equity instruments

**32099.27**

31268.27

#### Total

**32099.27**

31268.27



## NOTES

(in Rs. lakhs)

On March 31, 2013

On March 31, 2012

### Note 12: LONG TERM LOANS AND ADVANCES

Security deposits (Unsecured)	514.47	517.74
Advance Income Tax (Net of Provision for Tax)	4812.82	3837.72
(Unsecured)		
<b>Total</b>	<u>5327.29</u>	<u>4355.46</u>

### Note 13: OTHER NON-CURRENT ASSETS

Long term receivables		
Secured, considered good	-	-
Unsecured, considered good	6720.89	6712.26
Doubtful	-	-
<b>Total</b>	<u>6720.89</u>	<u>6712.26</u>

### Note 14: CURRENT INVESTMENTS

Investment in Properties	-	-
Investments in mutual funds	-	-
<b>Total</b>	<u>-</u>	<u>-</u>

### Note 15: INVENTORIES

Stores and Spares	586.75	459.07
Loose tools	14.07	14.53
<b>Total</b>	<u>600.82</u>	<u>473.60</u>

### Note 16: TRADE RECEIVABLES

<b>Debts outstanding for a period exceeding six months</b>		
Secured, considered good	-	-
Unsecured, considered good	1971.16	522.10
Doubtful	105.20	123.58
Provision for doubtful debts	-105.20	-123.58
	<u>1971.16</u>	<u>522.10</u>
<b>Others</b>		
Secured, considered good	-	-
Unsecured, considered good	10807.86	7472.31
Doubtful	-	-
	<u>10807.86</u>	<u>7472.31</u>
<b>Total</b>	<u>12779.02</u>	<u>7994.41</u>

### Note 17: CASH AND CASH EQUIVALENTS

Balance with banks		
In current accounts	601.42	761.41
in deposit accounts	7961.29	801.00
in margin accounts	745.36	1364.47
In dividend accounts	11.23	11.25
Cash on hand	10.41	40.84
<b>Total</b>	<u>9329.71</u>	<u>2978.97</u>

## NOTES

(in Rs. lakhs)

On March 31, 2013

On March 31, 2012

### Note 18: SHORT TERM LOANS AND ADVANCE

Loans and advances to related parties		
Secured, Considered good	-	-
Unsecured, considered good	7379.82	9927.64
Doubtful	-	-
Others		
Secured, Considered good	-	-
Unsecured, considered good	3267.51	3810.25
Doubtful	-	-
<b>Total</b>	<b>10647.33</b>	<b>13737.89</b>

### Note 19: REVENUE FROM OPERATIONS

Transportation	14423.87	14686.36
Port Services	34327.20	35252.28
Other Services	1246.71	148.79
Other operating revenues	-	22.02
<b>Total</b>	<b>49997.78</b>	<b>50109.45</b>

### Note 20: OTHER INCOME

Interest Income	1290.40	582.75
Dividend Income	0.50	0.50
Balances Written Back	-	37.00
Rent receipts	14.66	14.45
Profit on sale of assets	0.11	2.31
Other non-operating income	17.40	40.66
<b>Total</b>	<b>1323.07</b>	<b>677.67</b>

### Note 21: COST OF SERVICES

Freight	10778.16	10242.68
Port Charges	842.75	536.00
Handling and Transportation	26722.31	30804.73
Warehousing expenses	73.62	71.05
Operation and Maintenance	2702.43	571.55
<b>Total</b>	<b>41119.27</b>	<b>42226.01</b>

### Note 22: EMPLOYEE COSTS

Salaries and wages	1735.69	1784.64
Contribution to Provident Fund	90.52	93.02
Contribution to Gratuity and Other Funds	11.21	29.57
Employee welfare	106.47	132.43
<b>Total</b>	<b>1943.89</b>	<b>2039.66</b>

## NOTES

	(in Rs. lakhs)	
	On March 31, 2013	On March 31, 2012
<b>Note 23: FINANCE COSTS</b>		
Interest expense (other than a finance company)	4462.74	2908.96
Other borrowing costs	242.11	239.11
Applicable Net gain/loss on foreign currency transactions and translation	-	-
<b>Total</b>	<b><u>4704.85</u></b>	<b><u>3148.07</u></b>
<b>Note 24: OTHER EXPENSES</b>		
Rent including Lease Rent	52.84	55.97
Rates, Taxes, Licenses and Filing Fees	155.09	35.71
Insurance	31.06	27.61
Power and Fuel	71.80	52.86
Repairs and Maintenance		
Plant & Machinery	1.22	8.60
Building	4.72	8.09
Vehicles	6.54	8.95
Others	11.38	14.86
Traveling and Conveyance	305.37	232.19
Directors' Sitting Fees	7.80	5.40
Payment to Auditors		
Audit	15.00	15.00
Tax Audit	4.00	4.00
Certification	5.91	6.33
Expenses	5.62	3.51
Other expenses	749.74	583.08
Bad Debts Written Off	13.42	68.53
Less: Written off against provision	-	-
Rebates, Discount and Commission	9.17	0.90
Commission to Director	6.79	9.79
<b>Total</b>	<b><u>1457.47</u></b>	<b><u>1141.38</u></b>

## NOTES

### STATEMENT OF PARTICULARS OF SUBSIDIARIES PURSUANT TO SECTION 212[1] (e) OF THE COMPANIES ACT ,1956

Particulars	Sical Infra Assets Ltd.	Sical Iron Ore Terminals Ltd.*	Bergen Offshore Logistics Pte. Ltd.	Sical Iron Ore Terminal (Mangalore) Ltd.*	Norsea Offshore India Ltd.	Sical Adams Offshore Ltd.*
1. Financial year of the subsidiary ended on	31.03.2013	31.03.2013	31.03.2013	31.03.2013	31.03.2013	31.03.2013
2. Share of the subsidiary held by the company on the above date:						
a) Number of Equity shares	28,567,345	81,900,000	19,000,000	30,000,000	50,000	50,000
b) Face value	Rs.10/-each	Rs.10/-each	USD 1 each	Rs.10/-each	Rs.10/-each	Rs.10/-each
c) Extent of holding	53.60%	63%	100%	100%	100%	100%
3. Net aggregate amount of Profits/ (Losses) for the above financial year of the subsidiary so far as they concern members of the company						
a) Dealt with in the Accounts of the company for the year ended 31st March 2013 (in Rs. Lakh)	Nil	Nil	Nil	Nil	Nil	Nil
b) Not dealt with in the Accounts of the company for the year ended 31st March 2013 (in Rs.Lakh)	20.94	Nil	(42.59)	Nil	(1465.03)	Nil
4. Net aggregate amount of profits/ (Losses) for previous financial years of the subsidiary, since it became a subsidiary, so far as they concern members of the company						
a) Dealt with in the Accounts of the company ( in Rs. Lakh)	Nil	Nil	Nil	Nil	Nil	Nil
b) Not dealt with in the Accounts of the Company (in Rs. Lakh)	221.18	Nil	(4745.78)	Nil	155.02	Nil

\*Company yet to commence operations

For and on behalf of  
M/S CNGSN & Associates  
Chartered Accountants

**CN GANGADARAN**  
Partner  
Membership No . 11205  
FR No. 0049155

Place Chennai  
Date 30th May 2013

**R Ram Mohan**  
Managing Director

**AS Sundaresha**  
Director

**V Radhakrishnan**  
Company Secretary

## NOTES

### Balance Sheet abstract and Company's general business profile

Registration details	Registration details	<input type="text" value="2"/> <input type="text" value="4"/> <input type="text" value="3"/> <input type="text" value="1"/>	State code	<input type="text" value="1"/> <input type="text" value="8"/>
	Balance sheet date	<input type="text" value="3"/> <input type="text" value="1"/> <input type="text" value="0"/> <input type="text" value="3"/>	<input type="text" value="2"/> <input type="text" value="0"/> <input type="text" value="1"/> <input type="text" value="3"/>	
Capital raised during the year (Amount in '000s)	Public issue	<input type="text"/>	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	
	Rights issue	<input type="text"/>	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	
	Bonus issue	<input type="text"/>	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	
	Preferential Issue Through Private placement (Net)	<input type="text"/>	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	
Mobilisation and deployment of funds	Total liabilities	<input type="text"/>	<input type="text" value="9"/> <input type="text" value="1"/> <input type="text" value="8"/> <input type="text" value="5"/> <input type="text" value="1"/> <input type="text" value="8"/> <input type="text" value="2"/>	
	Total assets	<input type="text"/>	<input type="text" value="9"/> <input type="text" value="1"/> <input type="text" value="8"/> <input type="text" value="5"/> <input type="text" value="1"/> <input type="text" value="8"/> <input type="text" value="2"/>	
(Amount in '000s)	Paid up capital	<input type="text"/>	<input type="text" value="5"/> <input type="text" value="5"/> <input type="text" value="6"/> <input type="text" value="1"/> <input type="text" value="9"/> <input type="text" value="7"/>	
	Reserves and surplus	<input type="text"/>	<input type="text" value="3"/> <input type="text" value="6"/> <input type="text" value="1"/> <input type="text" value="3"/> <input type="text" value="2"/> <input type="text" value="3"/> <input type="text" value="4"/>	
	Secured loans	<input type="text"/>	<input type="text" value="3"/> <input type="text" value="3"/> <input type="text" value="6"/> <input type="text" value="7"/> <input type="text" value="1"/> <input type="text" value="3"/> <input type="text" value="0"/>	
	Unsecured loans	<input type="text"/>	<input type="text"/>	<input type="text" value="1"/> <input type="text" value="4"/> <input type="text" value="2"/>
Application of funds	Net fixed assets	<input type="text"/>	<input type="text" value="1"/> <input type="text" value="2"/> <input type="text" value="7"/> <input type="text" value="5"/> <input type="text" value="5"/> <input type="text" value="6"/> <input type="text" value="3"/>	
	Investments	<input type="text"/>	<input type="text" value="3"/> <input type="text" value="2"/> <input type="text" value="0"/> <input type="text" value="9"/> <input type="text" value="9"/> <input type="text" value="2"/> <input type="text" value="7"/>	
	Net current assets	<input type="text"/>	<input type="text" value="9"/> <input type="text" value="4"/> <input type="text" value="9"/> <input type="text" value="2"/> <input type="text" value="4"/> <input type="text" value="5"/>	
	Miscellaneous expenditure	<input type="text"/>	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	
	Accumulated losses	<input type="text"/>	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	
Performance of Company (Amount in '000s)	Turnover	<input type="text"/>	<input type="text" value="5"/> <input type="text" value="1"/> <input type="text" value="3"/> <input type="text" value="2"/> <input type="text" value="0"/> <input type="text" value="8"/> <input type="text" value="6"/>	
	Total expenditure	<input type="text"/>	<input type="text" value="5"/> <input type="text" value="0"/> <input type="text" value="6"/> <input type="text" value="7"/> <input type="text" value="9"/> <input type="text" value="8"/> <input type="text" value="1"/>	
	Profit/(Loss) before tax	<input type="text"/>	<input type="text" value="7"/> <input type="text" value="7"/> <input type="text" value="3"/> <input type="text" value="5"/> <input type="text" value="0"/>	<input type="text" value="+"/> <input type="text"/>
	Profit/(Loss) after tax	<input type="text"/>	<input type="text" value="1"/> <input type="text" value="5"/> <input type="text" value="2"/> <input type="text" value="7"/> <input type="text" value="2"/> <input type="text" value="5"/>	<input type="text" value="+"/> <input type="text"/>
	Earning per share in Rupees	<input type="text"/>	<input type="text" value="2"/> <input type="text" value="."/> <input type="text" value="1"/> <input type="text" value="1"/>	
	Dividend rate %	<input type="text"/>	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	
	Item Code No	<input type="text"/>	<input type="text" value="N"/> <input type="text" value="A"/>	
Generic names of three principal products/services of the Company (as per monetary terms)	Product description	<input type="text" value="L"/> <input type="text" value="O"/> <input type="text" value="G"/> <input type="text" value="I"/> <input type="text" value="S"/> <input type="text" value="T"/> <input type="text" value="I"/> <input type="text" value="C"/> <input type="text" value="S"/>		

For and on behalf of  
M/S CNGSN & Associates  
Chartered Accountants

**CN GANGADARAN**  
Partner  
Membership No . 11205  
FR No. 0049155

Place Chennai  
Date 30th May 2013

**R Ram Mohan**  
Managing Director

**AS Sundaresha**  
Director

**V Radhakrishnan**  
Company Secretary

## Cash Flow Statement For the Year Ended 31 March, 2013

(in Rs lakh)

Particulars	Year ended 31 March, 2013	Year ended 31 March, 2012
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax before Exceptional Items	641.04	895.49
Adjustments for:		
Depreciation	1,454.33	1,336.51
Bad debts written off/Provision	13.42	68.53
(Profit) / Loss on sale of fixed assets (net)	(0.11)	(2.31)
Interest and Finance charges (net)	4,704.85	3,148.07
Provision Written Back	-	(37.00)
	<b>6,172.49</b>	<b>4,513.80</b>
Operating Profit before Working Capital Changes	<b>6,813.53</b>	<b>5,409.29</b>
Adjustments for:		
Inventories	(127.22)	(3.15)
Trade & other Receivables	(4,798.03)	(403.01)
Loans & Advances	2,964.62	400.03
Trade Payables	4,666.09	609.49
Other Liability	(4,116.00)	312.10
	<b>(1,410.54)</b>	<b>915.46</b>
Cash Generated from Operations	<b>5,402.99</b>	<b>6,324.75</b>
Tax Paid	-	-
Cash flow before extra-ordinary item	-	-
Proceeds from extra-ordinary item	<b>386.65</b>	-
Net Cash from Operating activities	<b>5,789.64</b>	<b>6,324.75</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets (Including Capital Work in Progress)	(4,780.93)	(1,649.02)
Investments made (net)	(831.00)	(2,174.56)
Proceeds from Sale of Fixed Assets	1.94	5.81
Loans and Advances	(226.70)	507.01
Net Cash used in Investing Activities before Extraordinary Items	(5,836.69)	(3,310.76)
Net Proceeds from Sale of undertakings/assets under discontinuing operations	-	-
Net Cash used in Investing Activities after Extraordinary Items	<b>(5,836.69)</b>	<b>(3,310.76)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Advance towards Share Capital/Increase in Share Capital	-	-
(Repayment) Long Term Borrowings	7,518.83	5,966.20
(Repayment) Short Term Borrowings	3,583.81	4,526.92
Interest (Paid) / Bank Charges paid	(4,704.85)	(3,148.07)
FCCB -Payment for redemption	-	(23,073.44)
Net Cash used in Financing Activities	<b>6,397.79</b>	<b>(15,728.39)</b>
Net increase /(decrease) in cash and cash equivalents (A+B+C)	<b>6,350.74</b>	<b>(12,714.40)</b>
Cash and cash equivalents as at (opening) 1 April 2012	<b>2,978.97</b>	<b>15,693.37</b>
Cash and cash equivalents as at(closing) 31 March 2013	<b>9,329.71</b>	<b>2,978.97</b>

For and on behalf of  
M/S CNGSN & Associates  
Chartered Accountants

**CN GANGADARAN**

Partner  
Membership No . 11205  
FR No. 004915S

Place Chennai  
Date 30th May 2013

**R Ram Mohan**  
Managing Director

**AS Sundaresha**  
Director

**V Radhakrishnan**  
Company Secretary

## **AUDITORS' CERTIFICATE**

We have examined the above Cash Flow Statement of Sical Logistics Limited for the year ended 31 March 2013.

The Statement has been prepared by the Company in accordance with the requirements of the listing agreement—Clause 32 with Stock Exchanges and is based on and is in agreement with the corresponding Statement of Profit and Loss and Balance Sheet of the Company covered by our Report of even date to the Members of the Company.

Place Chennai  
Date 30th May 2013

For and on behalf of  
M/S CNGSN & Associates  
Chartered Accountants

**CN GANGADARAN**  
Partner  
Membership No . 11205  
FR No. 004915S

***SICAL***  
COFFEE DAY CO.

Annual report 2012-13  
Consolidated Accounts



# AUDITORS' REPORT

## Independent Auditors' report on consolidated financial statements

### To the Board of Directors of M/s. Sical Logistics Limited.

We have audited the accompanying consolidated financial statements of M/s. Sical Logistics Limited and its subsidiaries Sical Infra Assets Ltd, Sical Adams Offshore Limited, Sical Iron Ore Terminals Limited, Bergen Offshore Logistics Pte Ltd, Norsesea Offshore India Ltd, Sical Iron Ore Terminal (Mangalore) Limited and Joint Ventures PSA Sical Terminals Ltd, Ennore Automotive Logistic Ltd which comprise the consolidated Balance sheet as at 31st March 2013 and the Consolidated statement of Profit & Loss and the Consolidated Cash flow statement for the year 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 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 principles generally accepted in India. 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 judgement, including the assessment of the risks of material misstatements 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 financial statements.

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

These consolidated financial statements contain unaudited financial statements of Joint Venture PSA Sical Terminals Ltd whose financial statements reflect the Group's share of total assets of Rs.2435.51 lacs as at 31.03.2013 and Group's share of total revenues of Rs.5111.31 lacs for the year ended 31st March 2013. The consolidated statements include the financial statements of Bergen Offshore Logistics Pte Ltd, Sical Iron Ore Terminals Limited and Sical Iron Ore Terminal (Mangalore) Limited which reflect assets of Rs.61,157.64 lacs as at 31.03.2013 and share of revenue of Rs.7.69 lacs as at 31.03.2013. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion so far, as it relates to the amounts included in respect of these subsidiaries, is based solely on the report of other auditors.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- I. The Consolidated Balance Sheet gives a true and fair view of the Consolidated state of affairs of M/s. Sical Logistics Limited, its subsidiaries and its joint ventures as at 31st March 2013 ;
- ii. The Consolidated Profit and Loss Account gives a true and fair view of the Consolidated result of operations of M/s. Sical Logistics Limited, its subsidiaries and its joint ventures as at 31st March 2013 ;
- iii. The Consolidated Cash Flow Statement gives a true and fair view of the Consolidated Cash Flows for the year ended on that date.

Place Chennai  
Date 30th May 2013

For and on behalf of  
M/S CNGSN & Associates  
Chartered Accountants

**CN GANGADARAN**  
Partner  
Membership No . 11205  
FR No. 0049155

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2013

(in Rs lakh)

	Note	On 31 March 2013	On 31 March 2012
<b>I EQUITY AND LIABILITIES</b>			
<b>Shareholder's funds</b>			
(a) Share Capital	2	5,561.97	5,561.97
(b) Reserves & Surplus	3	37,842.03	36,217.25
		<u>43,404.00</u>	<u>41,779.22</u>
Minority Interest		17,336.23	16,853.19
<b>Non Current Liabilities</b>			
(a) Long Term Borrowings	4	59,063.91	45,808.53
(b) Deferred tax liabilities (Net)		917.90	1,492.45
(c) Other Long term liabilities	5	7,126.07	10,267.56
(d) Long Term provisions	6	209.54	248.36
		<u>67,317.42</u>	<u>57,816.90</u>
<b>Current Liabilities</b>			
(a) Short Term Borrowings	7	14,162.23	10,657.90
(b) Trade Payables		5,707.83	5,183.57
(c) Other Current Liabilities	8	12,910.56	8,713.81
(d) Short Term provisions	9	226.57	267.66
		<u>33,007.19</u>	<u>24,822.94</u>
<b>Total</b>		<u>161,064.84</u>	<u>141,272.25</u>
<b>II ASSETS</b>			
<b>1 Non Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	10	48,850.91	45,293.63
(ii) Intangible Assets	10	5,267.46	4,846.19
(iii) Capital Work-in Progress		56,343.17	47,480.42
		<u>110,461.54</u>	<u>97,620.24</u>
(b) Non current Investments	11	5.00	5.00
(c) Deferred Tax Assets (Net)		81.80	1.58
(d) Long Term Loans and Advances	12	8,567.03	9,616.47
(e) Other Non Current Assets	13	6,753.40	6,806.12
		<u>125,868.77</u>	<u>114,049.41</u>
<b>2 Current Assets</b>			
(a) Current Investments	14	161.40	129.90
(b) Inventories	15	1,533.35	1,391.00
(c) Trade Receivables	16	15,933.92	10,964.52
(d) Cash and Cash equivalents	17	12,316.83	7,771.92
(e) Short Term Loans & Advances	18	3,777.39	5,746.51
(f) Other Current Assets		1,473.18	1,218.99
		<u>35,196.07</u>	<u>27,222.84</u>
<b>Total</b>		<u>161,064.84</u>	<u>141,272.25</u>

See accompanying notes forming part of the financial statements.  
This is the Balance sheet referred to in our report of even date.

For and on behalf of  
M/S CNGSN & Associates  
Chartered Accountants

**CN GANGADARAN**

Partner  
Membership No . 11205  
FR No. 004915S

Place Chennai  
Date 30th May 2013

**R Ram Mohan**  
Managing Director

**AS Sundaresha**  
Director

**V Radhakrishnan**  
Company Secretary

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2013

(in Rs lakh)

	Note	On 31 March 2013	On 31 March 2012	
I	Revenue from operations	19	76,048.16	77,963.31
II	Other Income	20	1,571.72	1,154.42
III	<b>Total Revenue (I) + (II)</b>		<b>77,619.88</b>	<b>79,117.73</b>
IV	<b>Expenses</b>			
	Cost of Services	21	60,242.24	62,948.87
	Employee Benefits Expense	22	2,967.49	3,097.86
	Finance Costs	23	6,412.94	4,313.72
	Depreciation and amortization expense	10	3,782.47	3,329.12
	Other Expenses	24	3,548.31	3,835.66
	<b>Total Expenses</b>		<b>76,953.45</b>	<b>77,525.23</b>
V	Profit before exceptional and extraordinary items and tax (III) - (IV)		666.43	1592.50
VI	Exceptional items		132.46	137.17
VII	<b>Profit Before tax (V) - (VI)</b>		<b>798.89</b>	<b>1729.67</b>
VIII	Tax Expenses			
	- Current Tax expense		98.29	472.25
	- Less: MAT Credit Entitlement		(303.80)	-
	- Deferred Tax Benefit		(99.21)	(360.87)
	<b>Net Tax expense/ (Benefit)</b>		<b>(304.72)</b>	<b>111.38</b>
IX	Profit After Tax (VII)-(VIII)		1,103.61	1,618.29
X	Prior Period Items		(404.21)	(57.49)
XI	Profit /(Loss) for the period (IX) - (X)		699.40	1,560.80
	Earning per equity share of Rs. 10/- per share			
	Basic EPS (Before Exceptional & Prior period items)		1.75	2.66
	Diluted EPS (Before Exceptional & Prior period items)		1.75	2.66
	Basic EPS (After Exceptional item and Prior period adjustments)		1.26	2.81
	Diluted EPS (After Exceptional item and Prior period adjustments)		1.26	2.81

See accompanying notes forming part of the financial statements  
This is the statement of Profit and Loss referred to in our report of even date.

For and on behalf of  
M/S CNGSN & Associates  
Chartered Accountants

**CN GANGADARAN**  
Partner  
Membership No. 11205  
FR No. 0049155

Place Chennai  
Date 30th May 2013

**R Ram Mohan**  
Managing Director

**AS Sundaresha**  
Director

**V Radhakrishnan**  
Company Secretary

## NOTES

### Note 1 A: SIGNIFICANT ACCOUNTING POLICIES:

#### 1 Basis of Preparation

The consolidated financial statements are prepared in accordance with Accounting Standard -21 on consolidated Financial statements and Accounting Standard - 27 Financial reporting of interest in Joint ventures in consolidated financial statements issued by The Institute of Chartered Accountants of India. The Consolidated Financial statements comprise the financial statement of Sical Logistics Ltd. and its subsidiaries.

The list of subsidiaries and their subsidiary companies and joint venture companies which are included in consolidation are as under.

#### Subsidiary Companies

- a. Sical Infra Assets Ltd. and its subsidiaries Sical Multimodal and Rail Transport Ltd. Nagpur Sical Gupta Road Terminal Ltd. & Nagpur Sical Gupta Logistics Ltd.
- b. Bergen Offshore Logistics Pte. Ltd. & its subsidiary Norsesea Global Offshore Private Ltd.
- c. Sical Iron Ore Terminals Ltd.
- d. Sical Iron Ore Terminal (Mangalore) Ltd.
- e. Norsesea Offshore India Ltd.
- f. Sical Adams Offshore Ltd.

[Sical Distriparks Ltd. (Subsidiary of Sical Infra Assets Ltd.) and Sical Hambuja Logistics Private Ltd. (Subsidiary of Sical Multimodal and Rail Transport Ltd.) merged with Sical Multimodal and Rail Transport Ltd. as per the Scheme of Amalgamation approved by the Honorable High Court of Madras vide its order dated 19th July 2012.]

#### Joint ventures

PSA Sical Terminals Ltd.  
Ennore Automotive Logistics Ltd.  
Sical Sattva Rail Terminal Private Limited (Joint venture of Sical Multimodal and Rail Transport Ltd.)

#### 2 Basis of Consolidation

The financial statements are consolidated in accordance with the principles and procedures for the preparation and presentation of consolidated financial statements as laid down under Accounting Standard – 21 (in respect of subsidiaries) and as per Accounting Standard-27 (in respect of Joint Ventures).

#### Interests In Joint Ventures:

Name	Percentage of ownership interest on 31 March 2013	Country of Incorporation	Financial Statements drawn up to
PSA Sical Terminals Ltd.	37.50%	India	31.03.2013
Ennore Automotive Logistics Ltd.	40.92%	India	31.03.2013

#### Joint Venture disclosures:

	(in Rs Lakh)
a Income	
i Sales & Service	5422.81
ii Other Income	144.50
Total Income	5567.31
b Total Expenditure	5545.00
c Profit before Tax	22.31
Less: Provision for taxation- Current & Deferred	28.07
d Profit/(Loss) after tax	(5.76)

#### 3 Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation and impairment loss, if any, Cost comprises of the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

Other assets including the additions subsequent to revaluation are shown at cost, which includes capitalization of preoperative expenses and net of CENVAT credit availed wherever applicable.

With regard to assets acquired under hire purchase, the cost of the asset is capitalized while the annual charges are charged to revenue.

## NOTES

### 4. Borrowing Cost

Borrowing costs are capitalized as part of qualifying fixed assets wherever it is possible that they will result in future economic benefits. Other borrowing costs are expensed.

### 5. Depreciation

Depreciation is consistently provided at the rates prescribed under Schedule XIV of the Companies Act, 1956 on the following methods:

- a Assets of logistics division at written down value method except trucks of transportation & warehousing divisions at straight-line method. Port handling equipments are written off over the period of BOT Scheme.
- b Depreciation on certain premises is provided on composite cost where it is not possible to segregate the land cost.
- c Depreciation on leased assets is provided on straight-line method over the primary period of lease.
- d Improvements on leasehold premises are depreciated over the tenure of lease.
- e Assets costing less than Rs.5000 are fully depreciated.
- f In respect of the Subsidiaries, Depreciation is provided on both WDV & SLM basis at the rate prescribed in Schedule XIV of the Companies Act, 1956.
- g In respect of one of the Joint Ventures, Depreciation on fixed assets other than Freehold land are depreciated on Straight Line method at the rates prescribed under Schedule XIV of the Companies Act, 1956. and in respect of another, depreciation is provided on straight-line basis from the month of acquisition/installation so as to write off the cost of the assets over their estimated useful lives as below:-

Category of Assets	Estimated useful life (in years)
Building	10 and 30
Plant & Machinery	10 to 20
Furniture and fixtures	10
Computers	4
Office Equipment	10
Vehicles	5 and 10

### 6. Investments

Investments in shares and debentures are stated at cost, net of permanent diminution in value wherever necessary. Cost includes interest attributable to funds borrowed for acquisition of investments.

### 7. Inventories

- a Stores and Spares are valued at cost, computed on first in first out basis.
- b Loose Tools are valued at the lower of cost or net realizable value .

### 8. Revenue Recognition

- a Revenue is recognized and expenses are accounted on their accrual with necessary provisions for all known liabilities and losses.
- b Service Income:
  - i. Net earnings on shipping recognized on completion of service.
  - ii. Other services on completion of services and billed.
  - iii. Expenditure incurred on contracts are included under "Advances Recoverable".

## NOTES

### 9. Foreign Currency transactions

Foreign currency transactions are recorded in the books at the rates prevailing on the date of transaction.

Foreign currency monetary items as on balance sheet date are translated at exchange rates in effect at the Balance sheet date. The gains or losses from such transactions are included in the Profit and loss account. Out of the total exchange difference Of Rs.384.67 lakhs arose on reporting of long term foreign currency monetary items as on Balance sheet date, Rs 130.49 lakhs included in profit and loss account and balance of Rs. 254.18 lakhs transferred to Foreign Currency Translation Reserve Account as per AS-11(R) issued by the Ministry of Corporate Affairs vide their notification no G.S.R 225(E) Dt. 31<sup>st</sup> March, 2009.

### 10. Retirement Benefits

Short term employee benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

Post employment and other long term employee benefits are charged off in the year in which the employee has rendered service. The amount charged off is recognized at the present value of the amounts payable determined using actuarial valuation method. Actuarial gains and losses in respect of post employment and other long term benefits are charged to Profit and Loss Account

### 11. Contingent Liabilities & Provisions

All known liabilities of material nature have been provided for in the accounts except liabilities of a contingent nature, which have been disclosed at their estimated value in the notes on accounts in accordance with Accounting Standard- 29. As regards Provisions, it is only those obligations arising from past events existing independently of an enterprise's future actions that are recognized as provisions

### 12. Segment reporting

The accounting policies adopted for Segment reporting are in line with the Accounting Standard-17.

### 13. Impairment of Assets

The Company recognizes impairment of all assets other than the assets, which are specifically excluded under Accounting Standard-28 on Impairment of Assets after comparing the asset's recoverable value with its carrying amount in the books. In case the carrying amount exceeds recoverable value, impairment losses are provided for.

### 14. Deferred Taxes

- a Current Tax is determined in accordance with the Income Tax Act, 1961 .
- b Deferred Tax is recognized for all the timing differences. Deferred Tax assets are recognised when considered prudent.

## NOTES

### Note 1 B: NOTES ON ACCOUNTS

- 1 Claims against the Company not acknowledged as debts Rs.6039.76 Lakhs (Previous Year: Rs.923.29 Lakhs).
- 2 Estimated amount of contracts remaining to be executed on capital account and not provided for Rs.1819.71 Lakhs (Previous Year: 2,913.82 Lakhs).
- 3 In accordance with Accounting Standard-29, the following are considered as Contingent liabilities and Provisions:
  - a) Sales Tax, Service Tax, Customs, Wealth Tax and Income Tax demands together with penalties under appeal amounts to Rs. 18240.74 Lakhs (Rs. 8,839.74 Lakhs).
  - b) Guarantees given by the Company for loans taken by other bodies corporates from banks /financial institutions is Rs 881 Lakhs (Previous Year Rs.2914 Lakhs).
  - c) Guarantees given by bankers for Performance of Contracts & others Rs.8826.06 Lakhs (Previous Year: Rs. 7902.30 Lakhs).
- 4 Sundry Debtors, Loans and Advances and Deposits include certain overdue and unconfirmed balances. Some of the accounts are under reconciliation. These include: Retention money retained as per terms of contracts Rs.5894.54 Lakhs (Previous Year: Rs. 5781.27 Lakhs).
- 5 **Related Party disclosure**
  - I Related parties where control exists Nil
  - II Other related parties with whom trade transactions have taken place during the year

#### Joint Ventures

PSA Sical Terminals Ltd.  
 Ennore Automotive Logistics Ltd.  
 Sical Sattva Rail Terminal Private Limited (Joint venture of Sical Multimodal and Rail Transport Ltd.)

Key Management Personnel

**R Ram Mohan** Managing Director

		(in Rs. lakh)
<b>Transaction</b>	<b>Joint Venture &amp; Associates</b>	<b>Key Management Personnel</b>
Rendering services	351.96	-
	(245.90)	-
Reimbursement of expenses	-	-
	(7.97)	-
Loans and advances	-	-
	(0.03)	-
Managerial remuneration	-	-
	-	(45.01)
<b>Closing balances:</b>		
Loans and Advances	-	-
	(1.13)	-
Debtors	39.27	-
	(27.20)	-

Notes: Figures in brackets relate to previous year.

## NOTES

### 6 Segment Reporting

The accounting policies adopted for segment reporting are in line with Accounting Standard-17.

#### 7 a Deferred tax asset arising out of timing difference relating to -

(in Rs. lakh)

Sl No.	Particulars	Opening	Current year adjustments or additions	Closing
1	Share of Subsidiary	1.58	80.22	81.80
	Total	1.58	80.22	81.80

#### b Deferred tax liability arising out of timing difference relating to -

Sl No.	Particulars	Opening	Current year adjustments or additions	Closing
1	Carry forward business loss	(823.68)	(419.46)	(1243.14)
2	Depreciation	1446.04	(85.52)	1360.52
3	Technical Know how	(1.01)	0.24	(0.77)
4	Share of Subsidiary	871.31	(70.02)	801.29
	Total	1492.66	(574.76)*	917.90

\*Out of current year movement of Rs.574.76 lakhs ,Rs.556.58 lakhs was adjusted against reserves (on account of subsidiary merger) and balance to Profit and Loss Account)

### 8 Earnings per share

Particulars	<b>31.03.13</b>	31.03.12
Profit after tax before Exceptional Items & Prior Period adjustments as per Profit & Loss Account (Rs. In Lakhs)	<b>971.15</b>	1481.12
Profit After Exceptional Items & Prior Period adjustments as per Profit & Loss Account (Rs. In Lakhs)	<b>699.40</b>	1560.80
Number of shares used in computing Earnings Per Share - For Basic	<b>55601694</b>	55601694
Number of shares used in computing Earnings Per Share - For Diluted	<b>55601694</b>	55601694
Earning Per Share - Basic (In Rs.) - Before Exceptional Item and Prior Period adjustments	<b>1.75</b>	2.66
Earning Per Share - Diluted (In Rs.) - Before Exceptional Item and Prior Period adjustments	<b>1.75</b>	2.66
Earning Per Share - Basic (In Rs.) - After Exceptional Item and Prior Period adjustments	<b>1.26</b>	2.81
Earning Per Share - Diluted (In Rs.) - After Exceptional Item and Prior Period adjustments	<b>1.26</b>	2.81
Face Value Per Share Rs.	<b>10.00</b>	10.00



**9. Exceptional Items**

	(in Rs. lakh)	
	<b>2012-13</b>	2011-12
Foreign currency translation reserve written off	<b>130.49</b>	82.40
Foreign exchange fluctuation difference	<b>1.97</b>	19.34
Gain on payment of FCCB	<u>-</u>	<u>69.72</u>
	<b>132.46</b>	171.46
Less: Tax on the above - credit /charge	<u>-</u>	<u>34.29</u>
<b>Total</b>	<b>132.46</b>	137.17

**10.** Previous year's figures have been regrouped, reclassified and rearranged wherever necessary.

For and on behalf of  
M/S CNGSN & Associates  
Chartered Accountants

**CN GANGADARAN**

Partner  
Membership No . 11205  
FR No. 004915S

Place Chennai  
Date 30th May 2013

**R Ram Mohan**  
Managing Director

**AS Sundaresha**  
Director

**V Radhakrishnan**  
Company Secretary

## NOTES

### Note 2: SHARE CAPITAL

	Authorised			Issued			Subscribed			Paid-up		
	Number of shares	Face value (Rs.)	Total value (in Rs. lakh)	Number of shares	Face value (Rs.)	Total value (in Rs. lakh)	Number of shares	Face value (Rs.)	Total value (in Rs. lakh)	Number of shares	Face value (Rs.)	Total value (in Rs. lakh)
<b>Equity Shares</b>												
Opening balance as on 01-Apr-2011	60,000,000	10	6,000	39,562,022	10	3,956	39,557,782	10	3,956	39,521,684	10	3,952.17
Increase during the year	-	-	-	16,080,010	-	1,608	16,080,010	-	1,608	16,080,010	-	1,608.00
Closing balance as on 31-Mar-2012	60,000,000	10	6,000	55,642,032	-	5,564	55,637,792	-	5,564	55,601,694	-	5,560.17
<b>Preference shares</b>												
Opening balance as on 01-Apr-2011	150,000,000	10	15,000	-	-	-	-	-	-	-	-	-
Increase during the year	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as on 31-Mar-2012	150,000,000	-	15,000	-	-	-	-	-	-	-	-	-
<b>Equity shares forfeited</b>												
Opening balance as on 01-Apr-2011	-	-	-	-	-	-	-	-	-	36,098	-	1.80
Increase during the year	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as on 31-Mar-2012	-	-	-	-	-	-	-	-	-	36,098	-	1.80
<b>Share Capital Total</b>	-	-	-	-	-	-	-	-	-	-	-	5,561.97
<b>Equity Shares</b>												
Opening balance as on 01-Apr-2012	60,000,000	10	6,000.00	55,642,032	-	5,564.20	55,637,792	-	5,563.78	55,601,694	-	5,560.17
Increase during the year	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as on 31-Mar-2013	60,000,000	10	6,000.00	55,642,032	-	5,564.20	55,637,792	-	5,563.78	55,601,694	-	5,560.17
<b>Preference shares</b>												
Opening balance as on 01-Apr-2012	150,000,000	10	15,000.00	-	-	-	-	-	-	-	-	-
Increase during the year	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as on 31-Mar-2013	150,000,000	-	15,000.00	-	-	-	-	-	-	-	-	-
<b>Equity shares forfeited</b>												
Opening balance as on 01-Apr-2012	-	-	-	-	-	-	-	-	-	36,098	-	1.80
Increase during the year	-	-	-	-	-	-	-	-	-	-	-	-
Closing balance as on 31-Mar-2013	-	-	-	-	-	-	-	-	-	36,098	-	1.80
<b>Share Capital Total</b>	-	-	-	-	-	-	-	-	-	-	-	5,561.97

## NOTES

### Note 2: SHARE CAPITAL (contd.)

#### Of the Above

- a) 9320003 Equity Shares Of Rs.10 Each were allotted as fully paid up as per the earlier schemes of Amalgamation  
b) 9860910 Equity Shares of Rs.10 Each were Alloted as fully paid up to the share holders of 34513195, 1% Preference Shares on 1/4/1997 in terms of Special resolution passed by the shareholders on 9/12/1996  
c) 47,61,908 Equity shares of Rs.10 each were allotted as fully paid up by way of bonus shares by capitalisation of shares premium.  
d) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates

Particulars	Equity shares with voting rights	Equity shares with differential voting rights	Compulsorily convertible preference shares	Optionally Convertible preference shares	Redeemable preference shares
	<b>Number of shares</b>				
As at 31 March 2013 Tanglin Retail Reality Developments Private Limited, the holding company	29,372,268	-	-	-	-
As at 31 March 2012 Tanglin Retail Reality Developments Private Limited, the holding company	29,539,786	-	-	-	-

- e) Details of shareholders holding more than 5% of shares

	As at 31 March 2013		As at 31 March 2012	
	No of Shares	%	No of Shares	%
Tanglin Retail Reality Developments Private Limited	29,372,268	52.83%	29539786	53.13%
Ranford Investments Ltd.	7225649	13%	7225649	13%
Darnolly Investments Ltd.	3323934	5.98%	3323934	5.98%

## NOTES

### Note 3: RESERVES AND SURPLUS

	On 31 March 2013	On 31 March 2012
		(in Rs lakh)
<b>1 CAPITAL RESERVE</b>		
As per last Balance Sheet	2,412.03	2,412.03
Add/(Less): Transfer from/to Profit & Loss Account	-	-
<b>Closing Balance (A)</b>	<u>2,412.03</u>	<u>2,412.03</u>
<b>2 SECURITIES PREMIUM</b>		
Opening Balance	13,003.97	2,689.77
Addition during the year	-	10,941.30
Utilisation during the year	-	(627.10)
<b>Closing Balance (B)</b>	<u>13,003.97</u>	<u>13,003.97</u>
<b>3 Foreign currency Translation Reserve</b>		
Opening Balance	659.21	-
Addition during the year	384.67	741.61
Utilisation during the year	(130.48)	(82.40)
<b>Closing Balance (C)</b>	<u>913.40</u>	<u>659.21</u>
<b>4 Foreign Exchange Reserve</b>		
Opening Balance	914.11	297.07
Addition during the year	297.06	617.04
Utilisation during the year	-	-
<b>Closing Balance (D)</b>	<u>1,211.17</u>	<u>914.11</u>
<b>5 General Reserve</b>		
Opening Balance	3,621.18	3,621.18
Addition during the year	-	-
Utilisation during the year	-	-
<b>Closing Balance (E)</b>	<u>3,621.18</u>	<u>3,621.18</u>
<b>6 Surplus (in statement of Profit and Loss)</b>		
Opening Balance	15606.75	14312.71
Addition during the year	699.40	1560.80
Share of Minority Interest	(483.04)	(266.76)
Surplus from Merger	877.22	-
Utilisation during the year	(20.05)	-
<b>Closing Balance (F)</b>	<u>16,680.28</u>	<u>15,606.75</u>
<b>GRAND TOTAL (A) + (B) + (C) + (D) + (E) + (F)</b>	<u>37,842.03</u>	<u>36,217.25</u>

## NOTES

(in Rs. Lakhs)

On 31 March 2013

On 31 March 2012

### Note 4: LONG TERM BORROWINGS

<b>Term Loans</b>		
From Banks (Secured)	<b>49,591.44</b>	35,093.58
From Other parties	<b>8,961.38</b>	10,185.62
Loans and advances from related parties	<b>509.41</b>	517.76
Share of Joint ventures	<b>1.68</b>	11.57
<b>Total</b>	<b><u>59,063.91</u></b>	<u>45,808.53</u>

#### Note

a) Term loans from Banks are secured by mortgage of moveable and immovable properties acquired under the respective Loan and Hypothecation of current assets as applicable.

b) Term loans from financial institutions are secured by hypothecating equipments under the loan as first charge /mortgage on movable and immovable assets executed .

c) Hire purchase loans are secured by hypothecation of respective assets acquired under the hire purchase agreement.

### Note 5: OTHER LONG TERM LIABILITIES

Trade Payables	<b>7,126.07</b>	10,267.56
<b>Total</b>	<b><u>7,126.07</u></b>	<u>10,267.56</u>

### Note 6: LONG TERM PROVISIONS

Provision for employees benefits	<b>208.72</b>	196.75
Others	-	50.95
Share of Joint venture	<b>0.82</b>	0.66
<b>Total</b>	<b><u>209.54</u></b>	<u>248.36</u>

### Note 7: SHORT TERM BORROWINGS

Loans repayable on demand		
From Banks	<b>14,162.23</b>	10,348.25
From Other parties	-	309.65
<b>Total</b>	<b><u>14,162.23</u></b>	<u>10,657.90</u>

#### Note:

(a) Working capital facilities from Bankers are secured by hypothecation of stocks book debts and other current assets and equitable mortgage/deposit of title deeds of certain immovable properties .

## NOTES

### Note 8: OTHER CURRENT LIABILITIES

	On 31 March 2013	On 31 March 2012
		(in Rs. lakhs)
Current maturities of long term Debt	<b>5,142.33</b>	3,056.27
Current maturities of Finance lease obligations	<b>126.23</b>	140.64
Interest accrued but not due on borrowings	<b>260.15</b>	4.70
Interest accrued and due on borrowings	-	175.83
Unpaid dividends	<b>11.23</b>	11.25
Unpaid matured debentures and interest accrued thereon	<b>0.44</b>	0.44
Other payables (Deposit )	<b>1,405.99</b>	76.91
Other payable (statutory dues etc.)	<b>739.66</b>	265.74
Sundry Creditors for capital goods	<b>2,028.69</b>	2,039.74
Expenses payable	<b>2,359.54</b>	2,377.00
Share of Joint ventures	<b>836.30</b>	565.29
<b>Total</b>	<b><u>12,910.56</u></b>	<b><u>8,713.81</u></b>

### Note 9: SHORT TERM PROVISIONS

Provision for employee benefits	<b>63.79</b>	158.63
Others	<b>10.42</b>	9.33
Share of Joint ventures	<b>152.36</b>	99.70
<b>Total</b>	<b><u>226.57</u></b>	<b><u>267.66</u></b>

(in Rs. lakhs)

**Note 10: FIXED ASSETS - CURRENT YEAR**

Particulars	Gross Block				Depreciation				Net Block	
	As on 01.04.12	Additions	Deductions	As on 31.03.13	As on 01.04.12	Additions	On Sale/ Adjustments	As on 31.03.13	As on 31.03.13	As on 31.03.12
<b>Tangible Assets</b>										
Land	6,740.50	1,521.83	-	8,262.33	-	-	-	-	8,262.33	6,740.50
Buildings	9,256.98	740.36	-	9,997.34	1,006.44	169.15	(0.01)	1,175.58	8,821.76	8,250.54
Leasehold Improvements	2.34	239.15	-	241.49	2.34	49.82	-	52.16	189.33	-
Plant and Machinery	13,724.87	3,556.05	(251.39)	17,029.53	2,115.25	871.33	(82.47)	2,904.11	14,125.42	11,609.62
Office Equipments	1,106.20	98.42	60.78	1,265.40	737.88	87.70	45.89	871.47	393.93	368.32
Furniture & Fixtures	597.34	34.11	(0.13)	631.32	418.65	24.46	(1.56)	441.55	189.77	178.69
Ship	10,620.80	652.34	-	11,273.14	639.32	743.46	-	1,382.78	9,890.36	9,981.48
Trucks	3,012.27	135.46	-	3,147.73	2,645.78	184.39	(25.78)	2,804.39	343.34	366.49
Vehicles	1,509.72	7.33	(4.43)	1,512.63	469.46	247.44	22.31	739.21	773.42	1,040.26
Port Handling Equipment	11,909.17	24.17	-	11,933.34	5,712.48	767.57	-	6,480.05	5,453.29	6,196.69
Share in Joint Venture Assets	4,774.19	4.51	(2.14)	4,776.56	4,213.12	156.06	(0.58)	4,368.60	407.96	561.04
<b>Total A</b>	<b>63,254.38</b>	<b>7,013.73</b>	<b>(197.31)</b>	<b>70,070.80</b>	<b>17,960.72</b>	<b>3,301.38</b>	<b>(42.21)</b>	<b>21,219.89</b>	<b>48,850.91</b>	<b>45,293.63</b>
Capital Work in Progress	47,480.42	12,488.28	(3,625.53)	56,343.17	-	-	-	-	56,343.17	47,480.42
<b>Total B</b>	<b>47,480.42</b>	<b>12,488.28</b>	<b>(3,625.53)</b>	<b>56,343.17</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>56,343.17</b>	<b>47,480.42</b>
<b>Intangible assets</b>										
Licence Fees	5,000.00	-	-	5,000.00	1,017.90	249.91	-	1,267.81	3,732.19	3,982.10
Computer Software	105.19	61.02	-	166.21	26.81	19.68	-	46.49	119.72	78.38
Goodwill on Investment in Subsidiary	(291.57)	841.34	-	549.77	-	-	-	-	549.77	(291.57)
Dredger Dry Docks	528.76	-	-	528.76	52.87	211.50	-	264.37	264.39	475.89
Lease hold Rights	601.39	-	-	601.39	-	-	-	-	601.39	601.39
<b>Total C</b>	<b>5943.77</b>	<b>902.36</b>	<b>-</b>	<b>6,846.13</b>	<b>1,097.58</b>	<b>481.09</b>	<b>-</b>	<b>1,578.67</b>	<b>5,267.46</b>	<b>4,846.19</b>
<b>Grand Total (A + B + C)</b>	<b>116,678.57</b>	<b>20,404.37</b>	<b>(3,822.84)</b>	<b>133,260.11</b>	<b>19,058.30</b>	<b>3,782.47</b>	<b>(42.21)</b>	<b>22,798.56</b>	<b>110,461.54</b>	<b>97,620.24</b>

(in Rs. lakhs)

Consolidated

**Note 10: FIXED ASSETS PREVIOUS YEAR**

Particulars	Gross Block			Depreciation			Net Block	
	As on 01.04.11	Additions	Deductions	As on 31.03.12	Additions	On Sale/ Adjustments	As on 31.03.12	As on 31.03.11
<b>Tangible Assets</b>								
Land	6,504.86	235.64	-	6,740.50	-	-	6,740.50	6,504.86
Buildings	8,539.76	717.22	-	9,256.98	154.99	-	8,250.54	7,688.31
Leasehold Improvements	2.35	-	(0.01)	2.34	0.76	-	-	0.77
Plant and Machinery	10,152.05	3,573.91	(0.99)	13,724.97	895.80	(0.02)	11,609.62	8,932.48
Office Equipments	981.30	127.90	(3.00)	1,106.20	29.31	(0.08)	368.32	272.65
Furniture & Fixtures	579.13	22.40	(4.19)	597.34	24.61	(0.10)	178.69	184.99
Ship	275.38	10,620.80	(275.38)	10,620.80	662.92	(48.79)	9,981.48	250.19
Trucks	2,998.80	25.61	(12.14)	3,012.27	357.46	(8.90)	366.48	701.57
Vehicles	586.67	923.05	-	1,509.72	218.14	-	1,040.26	335.35
Port Handling Equipment	11,279.10	630.07	-	11,909.17	748.39	-	6,196.69	6,315.01
Share in Joint Venture Assets	4,750.79	23.46	(0.06)	4,774.19	168.00	-	561.05	705.67
<b>Total A</b>	<b>46,650.19</b>	<b>16,900.06</b>	<b>(295.77)</b>	<b>63,254.48</b>	<b>3,260.38</b>	<b>(57.89)</b>	<b>45,293.63</b>	<b>31,891.85</b>
Capital Work in Progress	49,012.35	-	(1,531.93)	47,480.42	-	-	47,480.42	49,012.35
<b>Total B</b>	<b>49,012.35</b>	<b>-</b>	<b>(1,531.93)</b>	<b>47,480.42</b>	<b>-</b>	<b>-</b>	<b>47,480.42</b>	<b>49,012.35</b>
<b>Intangible assets</b>								
Licence Fees	5,000.00	-	-	5,000.00	-	250.51	3,982.10	4,232.61
Computer Software	17.30	87.89	-	105.19	15.87	-	78.38	6.37
Goodwill on Investment in Subsidiary	9.62	257.76	(558.95)	(291.57)	-	-	(291.57)	9.62
Dredger Dry Docks	-	528.76	-	528.76	52.87	-	475.89	-
Lease hold Rights	640.36	125.50	(164.47)	601.39	-	-	601.39	640.34
<b>Total C</b>	<b>5,667.28</b>	<b>999.91</b>	<b>(723.42)</b>	<b>5,943.77</b>	<b>68.74</b>	<b>250.51</b>	<b>4,846.19</b>	<b>4,888.94</b>
<b>Grand Total (A + B + C)</b>	<b>101,329.82</b>	<b>17,899.97</b>	<b>(2,551.12)</b>	<b>116,678.67</b>	<b>3,329.12</b>	<b>192.61</b>	<b>97,620.24</b>	<b>85,793.14</b>



## NOTES

### Note 11: NON CURRENT INVESTMENTS

(in Rs lakh)

	On 31 March 2013	On 31 March 2012
Investment in equity instruments	<u>5.00</u>	<u>5.00</u>
<b>Total</b>	<b><u>5.00</u></b>	<b><u>5.00</u></b>

### Note 12: LONG TERM LOANS AND ADVANCES

Capital advances	513.88	3,159.59
Security deposits	914.10	944.44
Other loans and advances	336.53	22.41
Less: Provision for Doubtful Advances	(325.80)	-
Balance with Govt. Authorities	1,437.80	1,280.67
Advance tax and TDS receivable	5,490.68	4,127.59
Share of Joint Ventures	199.84	81.77
<b>Total</b>	<b><u>8,567.03</u></b>	<b><u>9,616.47</u></b>

### Note 13: OTHER NON CURRENT ASSETS

Long term trade receivables		
Unsecured, considered good	6,729.13	6,712.26
Share of Joint ventures	24.27	93.86
<b>Total</b>	<b><u>6,753.40</u></b>	<b><u>6,806.12</u></b>

### Note 14: CURRENT INVESTMENTS

Investments in mutual funds	-	20.65
Share of Joint ventures	161.40	109.25
<b>Total</b>	<b><u>161.40</u></b>	<b><u>129.90</u></b>

### Note 15: INVENTORIES

Stores and spares	1,338.36	1,211.75
Loose tools	14.52	15.64
Share of Joint Ventures	180.48	163.61
<b>Total</b>	<b><u>1,533.36</u></b>	<b><u>1,391.00</u></b>

### Note 16: TRADE RECEIVABLES

Receivable outstanding for a period of more than six months		
Secured, Considered good	-	-
Unsecured, Considered Good	2,815.98	3,374.32
Unsecured, Considered Doubtful	317.71	123.58
Less: Provision for Doubtful Debt	(317.71)	(199.58)
Others		
Unsecured, Considered good	12,807.59	7,472.31
Share of Joint ventures	310.35	193.89
<b>Total</b>	<b><u>15,933.92</u></b>	<b><u>10,964.52</u></b>

## NOTES

### Note 17: CASH AND CASH EQUIVALENTS

(in Rs lakh)

	On 31 March 2013	On 31 March 2012
With Scheduled Banks		
On Current Accounts	<b>1,081.97</b>	3,131.76
On Deposit Accounts	<b>7,961.29</b>	801.00
On Margin Money Accounts	<b>1,695.59</b>	2,450.27
On Dividend Accounts	<b>11.23</b>	11.25
Cash on hand	<b>14.52</b>	44.31
Share of Joint ventures	<b>1,552.23</b>	1,333.33
<b>Total</b>	<b><u>12,316.83</u></b>	<u>7,771.92</u>

### Note 18: SHORT TERM LOANS AND ADVANCES

Others		
Unsecured, considered good	<b>3,648.06</b>	5,656.90
Doubtful	<b>0.78</b>	55.82
Less: Provision for doubtful debts	<b>(0.78)</b>	-
Share of Joint Ventures	<b>129.33</b>	33.79
<b>Total</b>	<b><u>3,777.39</u></b>	<u>5,746.51</u>

### Note 19: REVENUE FROM OPERATIONS

Transportation	<b>23,050.88</b>	24,513.91
Port Services	<b>34,327.20</b>	35,252.28
Container Services	<b>11,550.84</b>	10,310.16
Other Services	<b>1,433.57</b>	2,835.71
Share of Joint ventures	<b>5,685.67</b>	5,051.25
<b>Total</b>	<b><u>76,048.16</u></b>	<u>77,963.31</u>

### Note 20: OTHER INCOME

Interest Income	<b>1,369.78</b>	954.25
Dividend Income	<b>17.88</b>	0.50
Balances Written Back	<b>2.54</b>	44.95
Rent receipts	<b>7.46</b>	14.45
Profit on sale of assets	<b>0.11</b>	2.31
Other non-operating income	<b>29.03</b>	108.28
Share of Joint ventures	<b>144.92</b>	29.68
<b>Total</b>	<b><u>1,571.72</u></b>	<u>1,154.42</u>

### Note 21: COST OF SERVICES

Freight	<b>16,028.11</b>	15,118.22
Port & Terminal Charges	<b>842.75</b>	554.80
Handling and Transportation	<b>34,710.71</b>	37,210.84
Warehousing expenses	<b>73.62</b>	71.05
Expenditure on Contracts	-	-
Operation and Maintenance	<b>2,858.52</b>	6,155.59
Other cost of services	<b>1,491.61</b>	172.62
Share of Joint ventures	<b>4,236.92</b>	3,665.75
<b>Total</b>	<b><u>60,242.24</u></b>	<u>62,948.87</u>

## NOTES

### Note 22: EMPLOYEE BENEFITS EXPENSES

(in Rs lakh)

	On 31 March 2013	On 31 March 2012
Salaries and Wages	2,305.43	2,434.47
Contribution to Provident and other funds	122.10	117.85
Contribution to Gratuity and Other Funds	11.21	29.57
Staff welfare expenses	172.58	168.97
Share of Joint ventures	356.17	347.00
<b>Total</b>	<b>2,967.49</b>	<b>3,097.86</b>

### Note 23: FINANCE COST

Interest expenses	6,146.62	3,933.96
Other borrowings	215.42	395.94
Applicable net gain and loss on foreign currency transactions	-	0.02
Share of Joint ventures	50.90	(16.20)
<b>Total</b>	<b>6,412.94</b>	<b>4,313.72</b>

### Note 24: OTHER EXPENSES

Rent including Lease Rent	150.17	135.58
Rates, Taxes, Licence and Filing fees	195.74	114.43
Postage, Telegram and Telephone	72.09	44.86
Insurance	62.59	84.12
Power and Fuel	82.57	70.37
Repairs and Maintenance		
Plant & Machinery	36.21	142.70
Building	98.41	38.30
Vehicles	43.96	8.95
Others	67.26	59.21
Travelling and Conveyance	456.22	343.37
Directors' Sitting Fees	7.80	5.40
Payment to Auditors		
Audit	42.34	44.41
Tax Audit	10.12	7.62
Certification	5.94	6.89
Expenses	7.49	4.08
Consumable stores and Tools	-	-
Selling Expenses	18.42	23.64
Bad Debts written off	13.42	417.05
Provisions for bad debts and advances	0.78	-
Rebates, Discount and Commission	9.17	0.90
Miscellaneous Expenses	1,280.03	1,511.17
Commission to Directors	6.79	9.79
Share of Joint Ventures	880.79	762.82
<b>Total</b>	<b>3,548.31</b>	<b>3,835.66</b>

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2013

(in Rs lakh)

Particulars	Year ended 31 March, 2013	Year ended 31 March, 2012
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and before Extraordinary Items	666.43	1,592.50
Adjustments for:		
Depreciation	3,782.47	3,329.12
Profit/Loss on sale of Fixed assets(net)	(0.11)	(2.31)
Interest paid	6,412.94	4,313.72
Bad debts written off/Provision for doubtful debts	14.20	417.05
Dividend received	(17.88)	(0.50)
Balance written back	(2.54)	-
Other income / Interest received	(1,369.78)	(954.25)
	<b>8,819.30</b>	<b>7,102.83</b>
<b>Operating Profit before Working Capital Changes</b>	<b>9,485.73</b>	<b>8,695.33</b>
<b>Adjustments for:</b>		
(Increase)/Decrease Trade & other Receivables	(4,981.06)	(478.64)
(Increase)/Decrease in Loans & Advances	3,018.56	(2,206.94)
(Increase)/Decrease in Inventories	(142.35)	(320.05)
Increase/(Decrease) in Trade Payables	524.26	(5,001.73)
Increase/(Decrease) in Other Liabilities	1,055.25	(439.59)
(Increase)/Decrease in other Assets	(201.47)	2,355.45
	<b>(726.81)</b>	<b>(6,091.50)</b>
Cash Generated from Operations	8,758.92	2,603.83
Tax Paid	(98.29)	(89.00)
<b>Cash flow before extra-ordinary item</b>	<b>8,660.63</b>	<b>2,514.83</b>
Net Cash from Operating activities	<b>8,660.63</b>	<b>2,514.83</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets (Including Capital Work in Progress)	(16,623.15)	(15,159.26)
Redemption of Investment(Net)	-	2,509.47
Proceeds from Sale of Fixed Assets	7.18	5.35
Long term & Short term provisions	(79.91)	-
Interest Income	1,369.78	954.25
Dividend Income	17.88	0.50
Current Investments made	(31.50)	-
<b>Net Cash used in Investing Activities before Extraordinary Items</b>	<b>(15,339.72)</b>	<b>(11,689.69)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	13,255.38	10,698.11
Proceeds from Short Term Borrowings	3,504.33	(12,469.39)
Interest Paid	(6,412.94)	(4,313.72)
Surplus from Merger	877.23	-
Proceeds from issuance of Share capital	-	764.82
Proceeds from issuance of security premium	-	2,824.06
Net Cash used in Financing Activities	<b>11,224.00</b>	<b>(2,496.12)</b>
Net increase /(decrease) in cash and cash equivalents (A+B+C)	4,544.91	(11,670.98)
Cash and cash equivalents as at (opening) 1 April 2012	7,771.92	19,442.90
<b>Cash and cash equivalents as at(closing) 31 March 2013</b>	<b>12,316.83</b>	<b>7,771.92</b>

For and on behalf of  
M/S CNGSN & Associates  
Chartered Accountants

**CN GANGADARAN**  
Partner  
Membership No . 11205  
FR No. 004915S  
Place Chennai  
Date 30th May 2013

**R Ram Mohan**  
Managing Director

**AS Sundaresha**  
Director

**V Radhakrishnan**  
Company Secretary

**INFORMATION DISCLOSED IN ACCORDANCE WITH THE GOVERNMENT OF INDIA, MINISTRY OF CORPORATE AFFAIRS  
GENERAL CIRCULAR NO.47/51/2010-CL-111 DATED 14 MAY 2010**

Particulars	Bergen Offshore Logistics Pte. Ltd., Singapore	Sical Iron Ore Terminals Limited	Sical Multimodal and Rail Transport Limited*	Nagpur Sical Gupta Logistics Limited	Nagpur Sical Gupta Road Terminal Limited	Sical Infra Assets Limited	Sical Iron Ore Terminal (Mangalore) Limited	Norsea Offshore India Limited	Sical Adams Offshore Limited
Financial year of the Subsidiary Companies Ended on	31 Mar 2013 Amount in USD	31 Mar 2013 in Rs lakh	31 Mar 2013 in Rs lakh	31 Mar 2013 in Rs lakh	31 Mar 2013 in Rs lakh	31 May 2013 in Rs lakh	31 Mar 2013 in Rs lakh	31 Mar 2013 in Rs lakh	31 Mar 2013 in Rs lakh
Capital	19,000,000	13,000.00	7269.00	5.25	15.65	5329.73	3000.00	5.00	5.00
Reserves & Surplus	(9,881,511.00)	Nil	4935.90	(10.79)	(72.92)	20,344.07	Nil	(1,310.01)	Nil
Total Assets	20,871,437.00	46,677.97	45,715.80	149.94	1509.75	26,288.79	31,27.69	11186.08	5.50
Total Liabilities	11,752,948.00	6,392.42	33,510.90	155.48	1,567.02	554.99	1,27.69	12,491.09	0.50
Investments	Nil	Nil	Nil	Nil	Nil	9028.60	Nil	Nil	Nil
Turnover	14,127.00	7.69	21,314.04	Nil	Nil	45.71	Nil	238.15	Nil
Profit/(Loss) before tax	(78,196.00)	(42.58)	1592.48	Nil	Nil	(20.94)	Nil	(1,574.66)	Nil
Provision for taxation	27.00	0.01	530.59	Nil	Nil	Nil	Nil	109.63	Nil
Profit/(Loss) after tax	(78,223.00)	(42.59)	1,061.89	Nil	Nil	(20.94)	Nil	(1,465.03)	Nil
Proposed Dividend	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

\* Sical Distriparks Limited merged with Sical Multimodal and Rail Transport Ltd. with effect from 27<sup>th</sup> September 2012.

1 USD = Rs. 54.45 (Average rate)

1 USD = Rs. 54.39 (Closing rate)

# Sical Logistics Limited

**Registered Office:** South India House 73 Armenian Street Chennai 600001

## Notice to Shareholders

NOTICE is hereby given that the Fifty Eighth Annual General Meeting of the shareholders of SICAL LOGISTICS LTD will be held on Tuesday, the 24th September, 2013 at 10.35 a.m. at Rajah Annamalai Hall, Esplanade, Chennai to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' and Auditors' Report and audited Statement of Profit and Loss for the year ended 31st March, 2013 and the Balance Sheet as at that date.
2. To appoint a Director in the place of Shri H.R. Srinivasan, who retires by rotation and being eligible offers himself for re-election.
3. To appoint a Director in the place of Shri A.S. Sundaresha, who retires by rotation and being eligible offers himself for re-election.
4. To appoint Auditors for the current year and fix their remuneration. M/s. CNGSN & Associates, Chartered Accountants, the retiring auditors, are eligible for re-appointment.

### SPECIAL BUSINESS

5. To confirm the following Special Resolution passed by the Members through Postal Ballot vide Postal Ballot Notice dated 10th August, 2012

### SPECIAL RESOLUTION

RESOLVED THAT pursuant to the provisions of Sec 372A and other applicable provisions, if any, of the Companies Act, 1956 [including any statutory modification[s] or re-enactment[s] thereof for the time being in force] and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company [which term shall also include any Committee of Directors] for giving corporate guarantees / providing securities/ loans/advances / making investments not exceeding Rs.450 crore [Rupees four hundred and fifty crores only] in all or any of the following companies:-

Sl. No.	Name of the Body Corporate	Investment	Loans & Advances	Guarantee	Total [Rs. In crores]
1.	Sical Iron Ore Terminals Limited	100	100	100	300
2.	Setting up of coal washery at Talcher in collaboration with a partner	50	50	50	150
	<b>Total</b>	<b>150</b>	<b>150</b>	<b>150</b>	<b>450</b>

RESOLVED FURTHER THAT however the aggregate of such investments including corporate guarantees/ securities provided / loans / advances shall not exceed the amount of Rs.450 crore [Rupees four hundred and fifty crore only] over and above the limit prescribed under Section 372A of the Companies Act, 1956.

FURTHER RESOLVED THAT the Board of Directors [which term shall also include any Committee of Directors] be and are hereby severally authorized and empowered to do all such acts, deeds, matters and things as or otherwise in their absolute discretion that they may consider necessary, expedient or desirable to give effect to the above resolutions.

Place Chennai  
Date 09<sup>th</sup> August, 2013  
Registered Office  
South India House 73 Armenian Street Chennai 600001

By order of the Board  
V RADHAKRISHNAN  
Company Secretary

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy shall be deposited at the registered office of the company not later than forty eight hours before the time fixed for holding the meeting; in default, the instrument of proxy shall be treated as invalid.
2. An Explanatory Statement pursuant to Section 173[2] of the Companies Act, 1956, in respect of Item No.5 of the notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 21<sup>st</sup> September, 2013 to Tuesday, the 24<sup>th</sup> September, 2013 [both days inclusive].
4. The members / proxies should bring the attendance slip duly filled-in and signed, clearly indicating the Folio No. for shares held in physical form or DP ID and client ID numbers in case of members holding the shares in dematerialized form, along with the Annual Report and they are requested to hand over the attendance slip at the entrance of the hall for attending the meeting.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
6. Pursuant to the provisions of Section 205A of the Companies Act, 1956, any dividend amount which remains unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund of the Central Government. Hence the shareholders who have not encashed their dividend warrant[s] so far for the financial year ended 31<sup>st</sup> March, 2002 declared on 27<sup>th</sup> March, 2007 are requested to make their claim to the Company at "South India House", 73, Armenian Street, Chennai :: 600 001. It may also be noted that once the unclaimed dividend is transferred to the Central Government, as stated above, no claim shall lie in respect thereof.
7. Members are hereby informed that the Company, as per the SEBI guidelines, w.e.f. 01.04.2003, has appointed M/s. Cameo Corporate Services Limited, Unit : Sical Logistics Limited, "Subramanian Building", V Floor, No.1, Club House Road, Chennai :: 600 002, Telephone : 044-28461073; Fax : 044-28460129; e-mail : cameo@cameoindia.com as its Registrar and Share Transfer Agent both for electronic and physical transactions of the shares. The shareholders are therefore requested to take note of the same and send all documents, correspondences, queries on any matter including their change of address to the Company's Registrar and Share Transfer Agent.
8. Shareholders are requested to notify immediately any change in their address to the Company / Share Transfer Agents / Depository Participants as well as the e-mail address if not intimated / updated earlier.
9. The Company's equity shares are listed with the Bombay Stock Exchange Limited [BSE] and the National Stock Exchange of India Limited [NSE] and the listing fee for the year 2013-14 has been paid in time.
10. Information required to be given under Clause 49 of the Listing Agreement about the particulars of Directors to be appointed / re-appointed at the ensuing Annual General Meeting and their Directorship / Chairmanship / Committee Membership in other Companies.
  - [a] Mr H.R. Srinivasan, a Mathematics graduate with an MBA, is currently the Vice-Chairman and Managing Director as well the vision holder of TAKE Solutions and plays a vital role in the evaluation of new initiatives, mergers and acquisitions and business lines that will enable this company to emerge as a global player. His rich experience in the logistics and SCM industry enables him to nurture dynamic leadership. Prior to setting up TAKE Solutions, he was Managing Director, South Asia at SembCorp Logistics. He has also served as Managing Director at Temasek Capital and as Director and CEO of PSA India. He has been very active with the Confederation of Indian Industry (CII) having served in both the State and Regional councils. Has received the CII Tamil Nadu Emerging Entrepreneurs Award given in association with Business Line for Global Reach and Superior Intellectual Property for TAKE Solutions. He is also a Director of YPO.

NOTES :

Other Directorships

TAKE Solutions Limited, Parry Enterprises India Limited, Bharath Coal Chemicals Limited, Esyspro Infotech Limited, Shriram Business Solutions Limited, Shriram Ventures Limited, Aakanksha Management Consultancy & Holdings P Ltd, Aasheesha Hospitality Services & Holdings P Ltd, Shriram Properties Holdings Private Limited, Asia Global Trading [Chennai] Private Limited, TAKE Global Limited [UK], TOWELL TAKE Investments LLC, Muscat.

**More than 2% shareholdings in**

Aakanksha Management Consultancy & Holdings P Ltd, Aasheesha Hospitality Services & Holdings P Ltd

**Other Committee Membership**

Nil

[b] Mr A.S. Sundaresha is a Fellow Member of Institute of Chartered Accountants of India and a Law graduate. He is a practicing chartered accountant since 1978. He specializes in income tax matters especially representation of litigation matters, transfer pricing and seizure cases. He is an advisor on tax matters to reputed industrial houses in Bangalore and well known in the circle. He also specializes in audit – both statutory and internal audits. He is associated with many educational institutions in capacity as advisor and statutory auditor. He was a Taxation Committee member of the Federation of Karnataka Chamber of Commerce and Industries.

**Other Directorships**

Nil

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173[2] OF THE COMPANIES ACT, 1956**

The following Explanatory Statement sets out the material facts referring to Item No. 5

**Item No.: 5**

The Company had vide Postal Ballot Notice dated 10<sup>th</sup> August, 2012 sought the approval of the shareholders for enabling the company to provide corporate guarantees / give loans/advances and make investments to the extent of Rs.450 crores to other bodies corporate. Shri R. Kannan, Practising Company Secretary was appointed as the scrutinizer for conducting the postal ballot process. The following were the results of the postal ballot resolution declared on 08<sup>th</sup> October, 2012:-

Number of valid postal ballot forms received	229
Votes in favour of the Resolution	41753203
Votes against the Resolution	662
Number of invalid postal ballot forms received	7

Therefore the postal ballot resolution was passed with the requisite majority and the same is now placed before the members for confirmation.

**Memorandum of Interest**

Shri S.R. Ramakrishnan, and Shri H. Rathnakar Hegde are considered to be interested in the above resolution to the extent they hold directorships in such subsidiaries.

Place Chennai  
Date 09<sup>th</sup> August, 2013

By order of the Board,  
V. Radhakrishnan  
Company Secretary

Registered Office :  
"South India House"  
No.73, Armenian Street  
Chennai : 600 001





# Sical Logistics Limited

**Registered Office:** South India House 73 Armenian Street Chennai 600001

## ATTENDANCE SLIP

Name & address of the shareholder:	Folio No
	DPID
	Client ID
	No. of shares

I hereby record my presence at the 58th Annual General Meeting of the Company, at Rajah Annamalai Hall, Esplanade, Chennai on Tuesday, the 24<sup>th</sup> September 2013 at 10.35 am.

Name of the Shareholder / Proxy*	Signature of the Shareholder / Proxy*

\*Strike out whichever is not applicable.







# Sical Logistics Limited

**Registered Office:** South India House 73 Armenian Street Chennai 600001

## PROXY FORM

I/We .....

in the District of ..... being a Member / Members of the above mentioned Company hereby

appoint ..... of .....

in the district of ..... or failing him .....

of .....in the district of .....as my / our Proxy to vote for me / us on

my / our behalf at the 58<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, the 24<sup>th</sup> September,

2013 at 10.35 a.m. at Rajah Annamalai Hall, Esplanade, Chennai and at any adjournment thereof.

I wish my above proxy to vote in the manner as indicated in the box below :

Resolutions	For	Against*
1 Adoption of Report and Accounts		
2 Re-election of Shri H.R.Srinivasan		
3 Re-election of Shri A.S. Sundaresha		
4 Appointment of Statutory Auditors		
5 Confirmation of Postal Ballot Resolution passed by the shareholders		

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2013

FOLIO NO. / DP ID / CLIENT ID

\_\_\_\_\_

No. of Shares

\_\_\_\_\_

Affix Re 1.00 revenue stamp
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### Notes

1 The Proxy must be deposited at the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

\*2 This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.







## BOOK POST

If not delivered  
return to  
Sical Logistics Limited  
73, Armenian Street,  
Chennai 600001

# Integrated Multimodal Logistics

Port Operations

Container Terminals

Container Trains

Trucking and Warehousing

ICD/CFS



**SICAL**  
COFFEE DAY CO.

#### Corporate Office

Sical Logistics Limited  
# 23/2, Coffee Day Square  
Vittal Mallya Road, Bangalore - 560001  
Tel: +91 80 33402300/29  
FAX: +91 80 33402316

#### Registered Office

Sical Logistics Limited  
73, Armenian Street,  
Chennai 600001  
Tel: +91 44 66157071 / 72  
FAX: +91 44 25224202

[www.sical.in](http://www.sical.in)