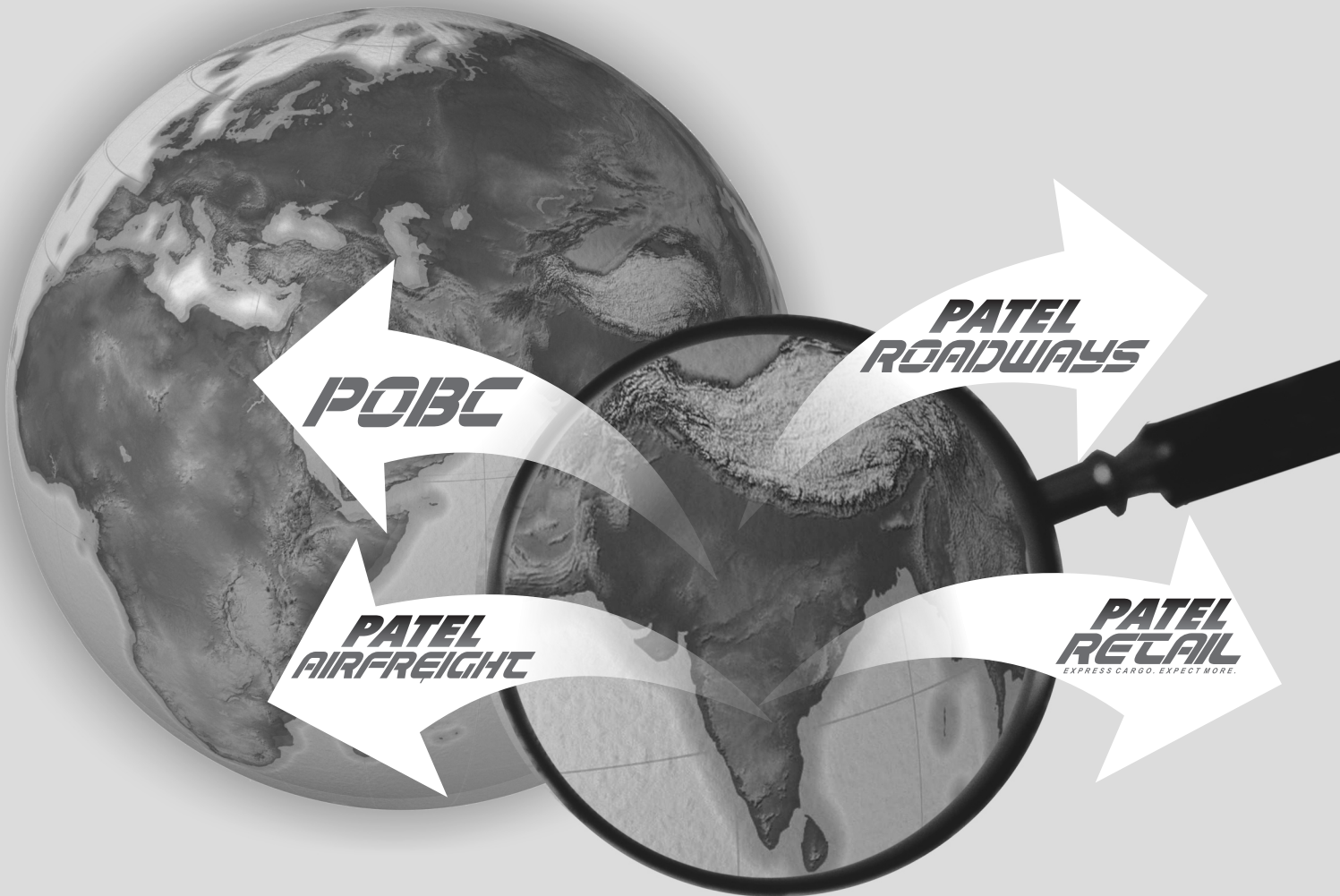


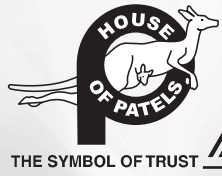
CELEBRATING
50 YEARS
LEADERSHIP



50th Annual Report 2011-2012



Logistical Reliability



PATEL
INTEGRATED LOGISTICS LTD

BOARD OF DIRECTORS



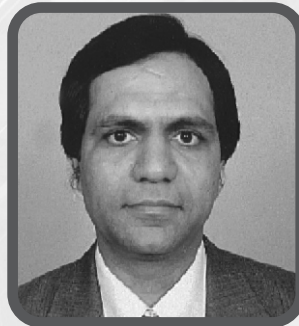
Asgar S. Patel
Chairman



Areef A. Patel
Executive Vice-Chairman



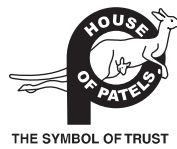
P.S.G. Nair
Director



Sandeep P. Parikh
Director



Farukh S. Wadia
Director



BOARD OF DIRECTORS

Asgar S. Patel	Chairman
Areef A. Patel	Executive Vice-Chairman
P. S. G. Nair	Director
Sandeep P. Parikh	Director
Farukh S. Wadia	Director

CHIEF FINANCIAL OFFICER

Mahesh L. Ukidave

COMPANY SECRETARY

Nitin B. Akolkar

AUDITORS

MSP & Co. Mumbai

LEGAL ADVISORS

Crawford Bayley & Co. Mumbai
F.S. Broacha Mumbai

BANKERS

Andhra Bank
Central Bank of India
Bank of Bahrain & Kuwait B.S.C.
Indian Bank

REGISTERED OFFICE

'Patel House', 5th Floor,
Plot no. 48, Gazdarbandh,
North Avenue Road,
Santacruz (West),
Mumbai - 400 054.

CORPORATE OFFICE

'Natasha',
52 Hill Road,
Bandra (West),
Mumbai - 400 050.

SHARE TRANSFER AGENTS

Computronics Financial Services
(India) Limited
No. 1, Mittal Chambers,
Nariman Point,
Mumbai - 400 021.

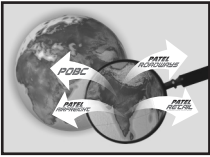
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50th Annual General Meeting

Friday, the 28th day of September 2012, at 11.00 a.m. at Sheila Raheja Hall,
Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai - 400 049.

Members are requested to bring their copy of the Annual Report to the Annual General Meeting



NOTICE

NOTICE is hereby given that the 50th Annual General Meeting of the members of PATEL INTEGRATED LOGISTICS LIMITED will be held at the Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai - 400 049, on Friday the 28th day of September 2012 at 11.00 a.m., to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet and the Profit and Loss Account as at and for the year ended 31st March 2012 and the Reports of the Directors and Auditors thereon.
2. To declare a dividend including special dividend on the Equity Shares.
3. To appoint a Director in place of Mr. P.S.G. Nair, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modification(s), following resolution as a Special Resolution:

"RESOLVED that consent of the members be and is hereby accorded, pursuant to the provisions of section 198, 309, 269, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 ("The Act") to the reappointment of Mr. Areef A. Patel as the Whole-time Director of the Company (designated as "Executive Vice Chairman") for a period of three years with effect from 1st April 2012 i.e. up to 31st March 2015, on the terms and conditions, including remuneration (and minimum remuneration payable to him in case of absence or inadequacy of profits in any year), and commission as set out in the draft agreement between the Company and Mr. Areef A. Patel, produced before this meeting and, for the purpose of identification, initialed by the Chairman hereof;

RESOLVED FURTHER that the Board be and is hereby authorized to execute an agreement, in terms of the said draft, with such alterations, changes and/or variations in the remuneration payable to Mr. Areef A. Patel as may be agreed between the Directors and Mr. Areef A. Patel provided that the said remuneration as altered, changed or varied shall be within the limits prescribed there for under Section 198, 309 and / or Schedule XIII of the Act, for the time being and from time to time in force;

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorised to execute all such documents and to do all such acts, matters and things as it may in it's absolute discretion deem necessary, expedient or proper."

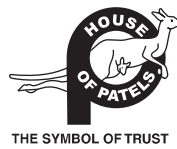
Registered Office:

Patel House, 5th Floor,
Plot No.48, Gazdarbandh,
North Avenue Road,
Santacruz (west),
Mumbai-400 054.

Mumbai, 30th August 2012

By order of the Board,

(Nitin B. Akolkar)
Company Secretary



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid.
3. Members may please bring the Attendance Slip duly filled in and hand over the same at the entrance to the Meeting Hall.
4. Corporate Members / FIs / Financial Institutions intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of the Board resolution / such other documents authorizing their representatives to attend and vote at the Annual General Meeting well in advance.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September 2012 to 28th September 2012 (both days inclusive).
6. In order to be effective proxies must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.
7. Members seeking any information with regards to annual accounts are requested to write to the Company in advance so as to enable the management to keep the information ready.
8. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 is enclosed herewith.
9. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed dividends, upto 2003-04 to the Investor Education and Protection Fund (the Fund) established by the Central Government.

Unclaimed dividend for the financial year ended 31st March 2005 will be due for transfer to the Fund on 20th October 2012 pursuant to the provisions of Section 205A of the Companies Act, 1956.

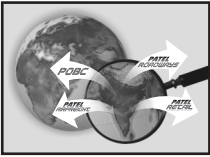
In accordance with the provisions of the said Section, no claim shall lay against the Company or the Fund in respect of individual amounts of dividends remaining unclaimed for a period of seven years from the dates they became first due for payment and no payment shall be made in respect of any such claims.

Members should write to the Company or its Share Transfer Agent, if their dividend warrants for the year ended 31st March 2005, or any subsequent financial year(s), have not been encashed. In respect of dividend for the financial year ended 31st March 2005, it will not be possible to entertain any claim received after 10th October 2012.

10. Members are requested to send their Bank Account details on or before 26th September 2012 to the Share Transfer Agents of the Company at 'Computronics Financial Services (India) Ltd., Unit- Patel Integrated Logistics Ltd, No. 1, Mittal Chambers, Nariman Point, Mumbai - 400 021. This is to avoid the fraudulent encashment of dividend warrants.
11. The Company provides National Electronic Clearing Service (NECS) facility for the payment of dividend. Accordingly, shareholders holding equity shares in physical form are requested to send National Electronic Clearing Service (NECS) mandates, if any, in the prescribed form which is a part of this Annual Report, on or before 26th September 2012, to the Share Transfer Agents of the Company at 'Computronics Financial Services (India) Ltd., Unit- Patel Integrated Logistics Ltd, No. 1 Mittal Chambers, Nariman Point, Mumbai - 400 021'.

Shareholders holding equity shares of the Company in the dematerialized form shall intimate to their respective Depository Participants on or before 26th September 2012, about the NECS mandates, if any, in the prescribed form which is a part of this Annual Report.

12. Dividend as recommended by the Board of Directors will be paid to the shareholders in the manner given below:
 - a) To all the shareholders who have opted for NECS Mandates by way of direct credit to their respective Bank Accounts.
 - b) To shareholders who have not opted for NECS Mandates:
 - i) If the dividend amount is in excess of Rs. 10,000/- by way of Pay Orders / Demand Drafts; and
 - ii) If the dividend amount is not in excess of Rs. 10,000/- by way of Dividend Warrants.

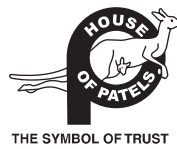


13. The Annual Report 2011-12 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.pill-india.com and also on the website of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com.

INFORMATION ABOUT DIRECTORS PROPOSED TO BE REAPPOINTED

1. NAME	Mr. P.S.G. Nair		
AGE	68 years		
QUALIFICATIONS	B.Sc. (Hons.), F. C. A.		
EXPERTISE	Mr. P. S. G. Nair has four decades of rich experience in the fields of Accounts, Audit, Finance, Forex Management, Direct Taxation and Corporate Laws.		
PARTICULARS OF APPOINTMENT / RE-APPOINTMENT	Mr. P.S.G. Nair is a Director of the Company since 29th January, 2002. He retires by rotation at the ensuing Annual General Meeting. It is proposed to re-appoint him as the Director of the Company.		
OTHER DIRECTORSHIPS AS ON 31ST MARCH 2012	Name of the Company	Position Held	
	Patel Holdings Ltd.	Director	
	Wall Street Securities & Investments (India) Ltd.	Director	
*CHAIRMANSHIP(S)/MEMBERSHIP(S) OF COMMITTEES AS ON 31ST MARCH 2012	Name of the Company	Type of the Committee	Position Held
	Patel Integrated Logistics Ltd.	Audit Committee	Chairman
	Patel Integrated Logistics Ltd.	Remuneration and Compensation Committee	Chairman
	Patel Integrated Logistics Ltd.	Shareholders' Grievance Committee	Chairman
	Patel Holdings Ltd.	Audit Committee	Chairman
	Patel Holdings Ltd.	Remuneration Committee	Chairman

*Chairmanship(s) / membership(s) of Committees as conceived under clause 49 of the Listing Agreement are only mentioned.



2. NAME	Mr. Areef A. Patel		
AGE	39 years		
QUALIFICATIONS	B.A.		
EXPERTISE	Wide and varied experience in the fields of Transportation of Goods, Logistics, Couriers and Construction including Management and Finance. Mr. Areef Patel has successfully served the Company in the past as the Managing Director and is presently the Executive Vice-Chairman of the Board of Directors of the Company.		
PARTICULARS OF APPOINTMENT / RE-APPOINTMENT	<p>Mr. Areef A. Patel is the Director of the Company since 18th November, 1993. Mr. Areef Patel was reappointed by the Board of Directors as the Whole-time Director (designated as Executive Vice-Chairman) of the Company with effect from 1st April 2012 subject to the approval of members at the ensuing Annual General Meeting.</p> <p>Approval of members is sought for the reappointment of Mr. Areef A. Patel as the Whole-time Director (designated as Executive Vice-Chairman) at the ensuing Annual General Meeting.</p>		
OTHER DIRECTORSHIPS AS ON 31ST MARCH 2012	Name of the Company	Position Held	
	Natasha Constructions Pvt. Ltd	Director	
*CHAIRMANSHIP(S)/MEMBERSHIP(S) OF COMMITTEES AS ON 31ST MARCH 2012	Name of the Company	Type of the Committee	Position Held
	Patel Integrated Logistics Ltd.	Audit Committee	Member

*Chairmanship(s) / membership(s) of Committees as conceived under clause 49 of the Listing Agreement are only mentioned.

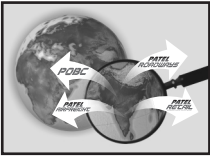
Registered Office:

Patel House, 5th Floor,
Plot No.48, Gazdarbandh,
North Avenue Road,
Santacruz (west),
Mumbai-400 054.

Mumbai, 30th August 2012

By order of the Board,

(Nitin B. Akolkar)
Company Secretary



ANNEXURE TO THE NOTICE

(Explanatory Statement as required by Section 173 of the Companies Act, 1956)

Item no. 5

Your Directors have, subject to the approval of the Company's members in the General Meeting, reappointed Mr. Areef A. Patel as the Whole-time Director of the Company (designated as 'Executive Vice-Chairman') for a period of three years with effect from 1st April 2012, on the terms and subject to conditions set out in the draft agreement referred to in the Resolution at item no. 5 of the Notice. The material terms, including remuneration, of the said Agreement are as follows:

(A) PERIOD :

Three years with effect from 1st April 2012 up to 31st March 2015.

(B) REMUNERATION:

- a) A Basic Salary of Rs. 2,65,000/-, with liberty to the Board to grant or withhold increments as deemed fit;
- b) Use of furnished residential accommodation, owned, leased or licensed by the Company OR a House Rent Allowance of Rs. 25,000/- per month in lieu thereof as per the rules of the Company for the time being and from time to time in force;
- c) Reimbursement of gas, electricity and water charges and furnishings evaluated as provided for in the Income Tax Rules, 1962 subject to a ceiling of 10% of the salary;
- d) Use of motor cars with driver for Company's business;
- e) 24 days privilege leave with full pay and allowances for each completed year of service, the said leave being accumulatable as per the rules of the Company but encashable only at the end of the tenure;
- f) 10 (ten) days' sick leave and 6 (six) days casual leave for each completed year of service, the said leave being accumulatable as per the rules of the Company but not encashable;
- g) Benefit of 1st Class airline/ air-conditioned train and/or such other mode of conveyance as the Executive Vice-Chairman may opt for, for self and family, while proceeding on leave, together with hotel, boarding and lodging expenses incurred at actuals provided that such benefit shall not exceed Rs. 1,75,000/- per year;
- h) Personal accident insurance cover at the cost of the Company, provided the actual premium thereof does not exceed Rs. 10,000/- per year;
- i) Reimbursement of actual medical expenses incurred by the Executive Vice-Chairman for self and family provided that the total cost to the Company shall not exceed Rs. 1,00,000/- per year;
- j) Group Medical Insurance Premium OR reimbursement of medical insurance premium paid by the Executive Vice-Chairman OR Payment of medical insurance premium by the Company on behalf of the Executive Vice-Chairman, on his health or on the health of his spouse or child, provided that the amount of medical insurance premium so reimbursed to the Executive Vice-Chairman and / or paid on his behalf shall not exceed Rs. 30,000/- per year;
- k) Benefit of the Company's Provident Fund Scheme for the time being and from time to time in force;
- l) Gratuity in accordance with the Rules of the Company;
- m) Benefit of Company's Superannuation or Annuity Fund Scheme, if any, which the Company may establish in future for other senior officers of the Company;
- n) Use of a telephone at the Executive Vice-Chairman's residence and a mobile phone, provided that the Executive Vice-Chairman shall bear and pay all charges incurred in respect of long distance calls, made by him on personal account;

- o) Fees (including entrance & subscription) of clubs the Executive Vice-Chairman is or may become member of, subject to a maximum of two clubs.

The Company shall also reimburse to the Executive Vice Chairman, entertainment, travelling and all other expenses actually & properly incurred by him for business of the Company and on behalf of the Company.

The remuneration including the perquisites above mentioned shall, nevertheless, be paid and allowed to the Executive Vice-Chairman as minimum remuneration for any financial year in case of absence or inadequacy of profits, subject to the condition that such remuneration shall not, without the approval of the Central Government, if required, exceed Rs. 42,00,000/- per year or Rs. 3,50,000/- per month computed on the basis of the effective capital of the Company as defined in the Explanation I under section II of part II to Schedule XIII of the Companies Act, 1956, as in force for the time being or as amended in future.

The perquisites mentioned above shall be interchangeable within the overall ceiling as mentioned above on the annual salary of Mr. Areef A. Patel.

Provided further that the under mentioned perquisites, namely:

- (a) contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these, singly or put together, are not taxable under the Income-tax Act, 1961;
- (b) Gratuity payable at the rate not exceeding half a months salary for each completed year of service; and
- (c) encashment of leave, at the end of the Executive Vice-Chairman's tenure of service,

shall not be included in the computation of the above mentioned ceiling on remuneration i.e. Rs. 42,00,000/- per year or Rs. 3,50,000/- per month.

Subject to the provisions of section 198 and section 309 of the Companies Act, 1956 (The Act) , a commission @ 1% of the profits computed as per the provisions of section 349 of Act, or such other percentage as may be decided by the Board of Directors from time to time, may also be paid to the Executive Vice-Chairman in the year of adequate profits,

provided that the amount of remuneration paid as mentioned herein above and the amount of commission so paid together shall not exceed five per cent of the net profits for one such managerial person and if there is more than one such managerial person, ten per cent for all of them taken together.

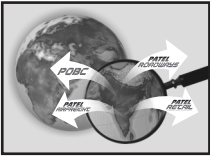
(C) OTHER MAJOR TERMS:

- (i) The Executive Vice-Chairman shall not divulge or disclose any confidential information or knowledge as to the business and affairs of the Company;
- (ii) In the event of death of the Executive Vice-Chairman, during the term of the Agreement, the Company shall pay to his legal heirs, his full salary and other emoluments for that month and for three months thereafter;
- (iii) Both parties are entitled to terminate the agreement by giving 90 days notice in writing, without assigning any reasons.

Mr. Areef A. Patel is a Bachelor of Arts and has more than a decade of rich and varied experience in various fields like Transportation of Goods, Logistics, Couriers, Co-Loading and Construction.

Mr. Areef A. Patel has, in the past, successfully served the Company as it's Managing Director and is presently the Executive Vice-Chairman of the Board of Directors of the Company.

The reappointment and payment of remuneration to Mr. Areef A. Patel has been approved by the Remuneration Committee of the Board of Directors of the Company at their meeting held on 20th March, 2012. The Remuneration Committee, while approving the reappointment of and remuneration payable to Mr. Areef A. Patel as the Executive Vice-Chairman, took in to account the financial position of the Company, trend in the Industry, experience and expertise of Mr. Areef A. Patel as well as his past performance and past remuneration.



50th ANNUAL REPORT 2011-2012

The remuneration payable to Mr. Areef A. Patel as per the Agreement, complies with the requirements of Schedule XIII of the Companies Act, 1956 and falls within limits as specified in table (B) of clause 1 of Section I of part II of the said Schedule XIII.

Your Directors are of the view that the reappointment of Mr. Areef A. Patel as the Executive Vice-Chairman is in the interest of the Company and shareholders and accordingly, recommend the resolution at item no. 5 of the Notice for the approval of members.

The draft agreement between the Company and Mr. Areef A. Patel is available for the inspection of members at the Registered Office of the Company between 10.30 a.m. to 12.30 p.m. on all working days except Saturdays.

The information as required under table B of Clause 1 of section II of Part II of Schedule XIII to the Companies Act, 1956 is given below :

I General Information :

Nature of industry :

The Company is mainly engaged in the business of Transportation of Goods, Co-Loading of Airfreight, and Logistics.

The date of commencement of commercial production or services :

The services of the Company commenced on the date of its incorporation i.e. 22nd June, 1962.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :

NotApplicable

Financial performance based on given indicators as per audited financial statements for the year ended 31st March, 2012

Particulars	Amount (Rs. in Lacs)
Total Income	45383.05
Profit Before Tax	498.31
Profit After Tax (inclusive of extra ordinary items)	268.27
Net Worth	8783.74

Export performance and net foreign exchange collaborations :

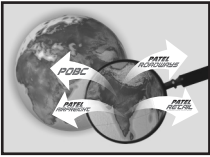
NotApplicable

Foreign investments or collaborators, if any :

NotApplicable

II Information about the appointee :

1.	Background Details : Name.	Mr. Areef A. Patel						
	Age	39 years						
	Qualifications	B.A.						
	Expertise	Mr. Areef A. Patel has more than a decade of rich experience in various fields like Transportation of Goods, Logistics, Construction, Couriers & Co-loading.						
	Other Directorships as on 31st March 2012	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Position Held</th> </tr> </thead> <tbody> <tr> <td>Natasha Constructions Pvt. Ltd</td> <td>Director</td> </tr> </tbody> </table>	Name of the Company	Position Held	Natasha Constructions Pvt. Ltd	Director		
Name of the Company	Position Held							
Natasha Constructions Pvt. Ltd	Director							
	Chairmanship(s)/Membership(s) of Committees as on 31st March 2012	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Type of the Committee</th> <th>Position Held</th> </tr> </thead> <tbody> <tr> <td>Patel Integrated Logistics Ltd.</td> <td>Audit Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Type of the Committee	Position Held	Patel Integrated Logistics Ltd.	Audit Committee	Member
Name of the Company	Type of the Committee	Position Held						
Patel Integrated Logistics Ltd.	Audit Committee	Member						
2.	Past remuneration.	During the tenure as Executive Vice Chairman of the Company, Mr. Areef Patel drew a Salary of Rs.2,65,000/- per month with other perquisites and amenities.						
3.	Job Profile and his suitability.	The job profile of Mr. Areef Patel as the Executive Vice-Chairman of the Company will comprise of managing the day to day affairs of the Company under the supervision, control and guidance of the Board of Directors.						
4.	Recognition or awards.	None						
5.	Remuneration proposed.	<p>a) In case of absence or inadequacy of profits, a Salary of Rs. 2,65,000/- per month with other perquisites and amenities, as mentioned hereinbefore, provided that the consolidated remuneration shall not exceed Rs. 42,00,000/- per annum or Rs. 3,50,000/- per month (based on the effective capital of the Company which is rupees 50 crores or more but less than rupees 100 crores) as prescribed in entry (v) of table (B) of clause 1 of Section II of Part II of the Schedule XIII of the Companies Act, 1956; and</p> <p>b) In case of adequate profits, a salary of Rs. 2,65,000/- per month with other perquisites and amenities, as mentioned hereinbefore, plus a commission @ 1% of the net profits computed as per the provisions of section 349 of Companies Act, 1956, or such other percentage as may be decided by the Board of Directors from time to time provided that the amount of remuneration paid as mentioned hereinabove and the amount of commission so paid together shall not exceed five per cent of the net profits for one such managerial person and if there is more than one such managerial person, ten per cent for all of them taken together.</p>						
6.	Comparative remuneration profile with respect to industry, Size of the Company, profile of the position and the person.	The remuneration proposed to be paid to Mr. Areef Patel is favourably comparable with the remuneration paid to managerial personnel in similar type of companies and is commensurate with the size of the Company and the profile & position of Mr. Areef Patel.						
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Areef Patel does not have any direct pecuniary relationship with the Company. However, Mr. Areef Patel is concerned and interested in the financial position of the Company as one of the Promoters and shareholders.						



III Other Information :

1. Reasons for loss or inadequate profits :

Due to difficult global economic conditions in the last financial year ended March 2012, and specially the problems with Aviation industry, the performance and profitability of the Company did not shown marked improvement. The performance of the Company remained stable as compared to the previous year.

As the Company operates in the services sector, the performance of the Company is directly affected by the buoyancy or otherwise in the economic activity in the Country. The performance of the Company in a particular period is decided by various internal as well as external factors out of the control of the Company.

The profits of the Company are subject to market forces, however the effective capital base is not much affected. Considering this, as a matter of prudent policy, the appointment of Mr. Areef Patel as the Executive Vice-Chairman has been made under the provisions of Schedule XIII of the Companies Act, 1956.

Temporary factors which have a depressing effect on the performance of the Company in the short run shall not be allowed to affect the hiring and selection policies of the Company during lean periods. This is especially true in case of managerial personnel whose expertise and initiative can, many a times, decide fortunes of an organization in today's highly competitive corporate world.

2. Steps taken or proposed to be taken for improvement :

The Company has inherent strengths in form of its asset base, innovative products and national reach. The Indian Economy is expected to stabilize and hence your Company is hopeful of satisfactory performance in the immediately foreseeable future.

To survive in the stiff competition prevailing in the industry and slowdown in the economy, your company relies on savings in costs on operational and administrative front. With the cost saving measures like rationalization of manpower resources and of linehauls, the Company is expected to control unwanted expenditure.

The Company is achieving higher margin in its retail express cargo business as compared with normal Road Freight Transport. This will positively impact before tax profitability of the Company.

The Company is also concerned about modernization and upgradation of operational facilities, damage control techniques and better network facilities, to keep pace with the new products launched in the logistic industry.

3. Expected increase in productivity and profits in measurable terms :

As stated earlier, it is not possible to quantify the profits in measurable terms due to the fact that, being in the services sector, the performance of the Company depends largely upon the performance of the economy as a whole.

However, the stabilization of the Indian Economy is expected to keep the upward graph at least in the immediately foreseeable future and therefore the performance indicators of the Company are also expected to look up.

IV Disclosures :

1. Shareholders of the Company shall be informed of the remuneration package of the managerial person :

The remuneration package of Mr. Areef A. Patel as the Executive Vice-Chairman of the Company has been stated in detail elsewhere in this explanatory statement.

2. Disclosures under the heading Corporate Governance :

The required disclosures are made in the Directors' Report.

Mr. Areef A. Patel is concerned / interested in the passing of the resolution at item no. 5 of the Notice as it relates to his appointment and the remuneration payable to him. Mr. Asgar S. Patel, being a relative of Mr. Areef A. Patel, is concerned/interested in the passing of the said Resolution. None of the other Directors is concerned or interested in the passing of the resolution at this item.

This explanatory statement together with the accompanying Notice is and shall be treated as an abstract of the terms of contract and memorandum of interest under section 302 of the Companies Act, 1956.

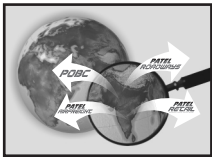
Registered Office:

Patel House, 5th Floor,
Plot No.48, Gazdarbandh,
North Avenue Road,
Santacruz (west),
Mumbai-400 054.

Mumbai, 30th August 2012

By order of the Board,

(Nitin B. Akolkar)
Company Secretary



DIRECTORS' REPORT

To,
The Members of
Patel Integrated Logistics Limited.

The Directors have pleasure in presenting their 50th Annual Report in its Golden Jubilee year and the Audited Statement of Accounts for the year ended 31st March 2012.

FINANCIAL RESULTS :

The financial results are as under:

(Rs. in lakhs)

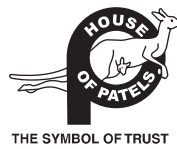
	Year ended 31st March, 2012	Year ended 31st March, 2011
Profit before Interest, Depreciation & Tax	1667.39	1629.39
Less : Interest	741.81	740.49
Profit before Depreciation	925.58	888.90
Less : Depreciation	427.27	388.76
Profit before tax	498.31	500.14
Less : Provision for tax	190.00	190.00
Less : Deferred Tax	(12.05)	(7.43)
Less : (Excess)/Short Provision of Income Tax for earlier years	52.09	(1.23)
Profit after tax	268.27	318.80
Add : Balance of Profit from previous year	1118.70	1175.15
TOTAL ...	<u>1386.97</u>	<u>1493.95</u>

APPROPRIATIONS:

Equity Dividend	182.24	150.79
Tax on Dividend	29.57	24.46
Transfer to General Reserve	200.00	200.00
Balance carried to Balance Sheet	975.16	1118.70
TOTAL ...	<u>1386.97</u>	<u>1493.95</u>

PERFORMANCE REVIEW:

FY 2011-12 was a challenging year for the global economy as well as Indian economy. The meltdown in European economies coupled with high inflation forced India to tighten liquidity to tame rising inflation. Despite these constraints and the challenging environment, the Company's operating performance is reasonably well and the highlights of the performance are as under:



PATEL
INTEGRATED LOGISTICS LTD

Total income earned by the Company during the year under consideration stood at Rs.45383.05 Lacs. The Profit Before Tax is Rs. 498.31 lacs and Profit After Tax is Rs. 268.27 lacs. The reduction in Profit After Tax as compared to last year is mainly due to reduction in other income and provision for Income Tax short provided in earlier years.

The Net Worth of your Company is Rs. 8783.74 lacs while the Fixed Assets base is Rs. 4852.76 lacs. The Earning Per Share is Rs. 1.77

DIVIDEND :

This is a very special year as your Company completes successful 50 years in 2012. The Board of Directors have therefore recommended a dividend of Rs. 1/- (i.e. 10%) per equity share and a special dividend of Rs. 0.20/- (i.e. 2%) per equity share to commemorate the Golden Jubilee year of the Company, aggregating to dividend of Rs. 1.20/- (i.e.12%) per equity share of the Company.

FUTURE PLANS AND OUTLOOK:

The future of Transportation and Logistics industry looks good. Your company is poised to take advantage of this situation to continue to give its best to its customers. There is very bright future for express service industry in India and your Company has already started to expand its activities in this sector. The plans and strategies for the financial year 2012-13 have been drawn to increase the market share of 'Patel Retail' division like investment in upgradation of hubs, training of operating people, marketing initiatives etc. Also, in the years to come, your Company is also planning to spread its wings in the warehousing business and 3PL logistics business, which will bring more value for the shareholders.

The outlook of Air Cargo Industry in India also looks good. Your Company is expecting a steady growth in Cargo Consolidation business. The government is also paying due attention to the Air Cargo Industry by taking policy initiatives like modernization of cargo handling operations, improvement in infrastructure facilities etc. to address important issues considering the long term perspective and future growth potential in India.

REISSUE OF FORFEITED EQUITY SHARES:

Pursuant to the consent granted by members at their Annual General Meeting held on 28th September, 2011, the Board of Directors, at their meeting held on 3rd November, 2011 allotted, to a Non Promoter Company, 1,07,200 Forfeited Equity Shares of Rs.10/- each at a premium of Rs.17/- per Equity Share aggregating to Rs. 28,94,400/- The pricing was in accordance with guidelines prescribed under chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 for Preferential Allotment. Consequent upon the reissue of forfeited equity shares, the paid-up share capital of the Company has increased from Rs. 1507.94 lacs to Rs. 1518.66 lacs. The reissue of forfeited equity shares has not resulted in to any change in the composition of Board of Directors, Management or Control of the Company.

The 1,07,200 reissued equity shares rank pari-passu with existing equity shares with respect to the voting rights and dividend entitlement.

SUBSIDIARY:

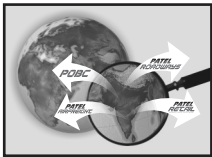
The Company does not have any Subsidiary Company as on date of this report.

FIXED DEPOSITS:

Fixed Deposits accepted by the Company stood at Rs.889.30 lacs as on 31st March 2012. There were no unpaid or overdue deposits as on 31st March 2012, other than unclaimed Deposits aggregating Rs.12.16 lacs. During the year under consideration, amount of Rs. 1.54 lacs being unclaimed fixed deposits and interest accrued thereon, has been transferred to the Investor Education and Protection Fund.

CREDIT RATING :

The Company has obtained from FITCH, a credit rating agency, National long term credit rating 'BBB-' [outlook stable (investment grade)] for its fund based and non fund based borrowing from banks and for finance lease.



DIRECTORS :

Mr. P.S.G. Nair, Director of the Company, retires by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment as the Director.

Subject to approval of members in the General Meeting, the Board of Directors have reappointed Mr. Areef A. Patel as the Whole-time Director designated as "Executive Vice-Chairman", for a period of three years commencing from 1st April 2012. The approval of members is sought for the reappointment of Mr. Areef A. Patel as the Whole-time Director at the ensuing Annual General Meeting.

AUDITORS:

M/s M.S.P. & Company retire as the Auditors of the Company at the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Company has received a letter from the Auditors to the effect that their re-appointment, if made would be within the prescribed limits under section 224 (1B) of the Companies Act, 1956 and that they are not disqualified for such re-appointment within the meaning of section 226 of the said Act.

AUDITORS' REPORT:

Your Directors refer to observations made by the Auditors in their Report and wish to state that the related notes forming part of the Accounts provide sufficient explanations and hence no further comments required on the observations of Auditors.

CORPORATE GOVERNANCE :

To comply with conditions of Corporate Governance, pursuant to clause 49 of the Listing Agreements with the Stock Exchanges, a Management Discussion and Analysis Report, Corporate Governance Report and Auditors' Certificate on the compliance of conditions of Corporate Governance, are included in this Annual Report.

SECRETARIAL AUDIT REPORT:

As a measure of good corporate governance practice, the Board of Directors of the Company appointed Mr. Dinesh Kumar Deora, Practicing Company Secretary, to conduct Secretarial Audit of records and documents of the Company. The Secretarial Audit Report for the financial year ended 31st March, 2012 is provided in the Annual Report.

PARTICULARS REQUIRED TO BE FURNISHED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

PART A - CONSERVATION OF ENERGY:

The Company continues its in-house programme of enlightening and educating its commercial vehicle drivers for greater fuel efficiencies. All the vehicles owned by the Company undergo an intensive Planned Preventive Maintenance (PPM) drill to keep the vehicles in top running condition with special emphasis on fuel conservation.

PART B - TECHNOLOGY ABSORPTION : Not Applicable

PART C - FOREIGN EXCHANGE EARNINGS AND OUTGO :

	(Rs. in lakhs)	(Rs. in lakhs)
	Year ended 31st March, 2012	Year ended 31st March, 2011
Earnings in Foreign Exchange		
Air Freight Billing, and other expenses (Net)	6.87	4.03
TOTAL ...	6.87	4.03
Expenditure in Foreign Currency		
Membership and Subscription Fees	0.15	-
Freight Charges	-	1.17
Travelling	11.98	10.45
TOTAL ...	12.13	11.62

PERSONNEL & HUMAN RESOURCES :

The Directors sincerely appreciate efforts put in by employees of the Company at all levels and thank them for their contribution in achieving the overall results during the year.

The information required under the provisions of Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975, as amended to date, is not applicable to the Company as during the year under consideration, there were no employees who were in receipt of remuneration which exceeds the limits laid down under the said section.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors would like to inform the Members that the Audited Accounts for the financial year ended 31st March 2012 are in full conformity with the requirement of the Companies Act, 1956. The Financial Results are audited by the Statutory Auditors M/s MSP & Co.

Pursuant to Section 217(2AA) of the Companies Act 1956, the Directors, based on the representation received from the Operating Management, confirm that:

- 1) in the preparation of the annual accounts, the applicable accounting standards have been followed;
- 2) the accounting policies are consistently applied and reasonable, prudent judgement and estimates are made 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 profits of the Company for that period;
- 3) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) the Annual Accounts have been prepared on a going concern basis.

ACKNOWLEDGEMENTS:

The Directors place on record their appreciation of the continued assistance and support received from the Bankers, Clients, Stakeholders and Fixed Deposit Holders in the endeavors of the Company.

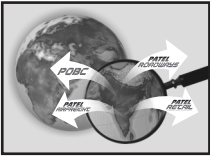
Registered Office:

Patel House, 5th Floor,
Plot No.48, Gazdarbandh,
North Avenue Road,
Santacruz (west),
Mumbai-400 054.

Mumbai, 30th August 2012

For and on behalf of the Board of Directors

A. A. PATEL - Executive Vice Chairman
P. S. G. NAIR - Director



REPORT ON THE CORPORATE GOVERNANCE [Pursuant to clause 49(VII) of the Listing Agreement]

A) Company's Philosophy on the Corporate Governance

The Company strongly believes in values of transparency, professionalism and accountability which are the mainstay of good Corporate Governance. The Company has consistently practiced good Corporate Governance and will endeavor to improve on it on an ongoing basis.

We strive to achieve the corporate objectives within the framework of the national interest, macro and micro economic policies devised by the Government of India and to conduct the business affairs of the Company in an ethical and transparent manner, also strive for the maximization of the shareholders' wealth and in doing so contribute positively to the economic development of India and achievement of the overall objectives of the Company.

B) The Board of Directors

The Board of Directors has judicious mix of Executive and Non-Executive Directors as on 31st March, 2012, comprised of a Non-Executive Chairman, a Whole-time Director designated as Executive Vice-Chairman and three Non-Executive Directors. All three Non-Executive Directors are Independent Directors.

During the financial year ended 31st March 2012, Eight Board Meetings were held. Dates on which Board Meetings were held are 28-04-2011, 28-07-2011, 30-08-2011, 28-09-2011, 25-10-2011, 03-11-2011, 07-02-2012 and 21-03-2012.

Composition of the Board of Directors as at 31st March 2012, their attendance at Board Meetings during the year ended on that date and at the last Annual General Meeting as also number of other directorships and chairmanships / memberships of committees held by them, as on that date are as given below:

Sr. No.	Name of the Director	Category of Directorship	No. of Board Meetings Attended	Attendance at the last A.G.M.	No. of other Directorships (Incl. Pvt. Ltd. Companies)	Committee Memberships	
						Chairman	Member
1.	Mr.Asgar S.Patel	NEC	1	No	1	-	-
2.	Mr.Areef A.Patel	WTD	8	Yes	1	-	1
3.	Mr.P.S.G.Nair	NEID	8	Yes	2	5	-
4.	Mr. Sandeep P. Parikh	NEID	8	Yes	11	1	3
5.	Mr.Farukh S.Wadia	NEID	8	Yes	Nil	Nil	3

NEC - Non Executive Chairman

WTD - Whole-time Director (designated as Executive Vice-Chairman)

NEID - Non Executive Independent Director

C) Audit Committee

1) Terms of Reference :

The scope of the work of the Audit Committee include areas prescribed by clause 49-II(D) of the Listing Agreement and Section 292A of the Companies Act, 1956. The Terms of Reference of the Audit Committee broadly include the following:

- Overseeing the financial reporting process and disclosure of financial information to ensure correctness and credibility of financial statements;
- Reviewing the quarterly and annual financial statements before submission to the Board of Directors;
- Discussing with the external auditors the nature and scope of audit before the commencement of the audit and having a post audit review to ascertain areas of concern, if any;

- d) Reviewing the performance of Statutory and Internal Auditors, Internal Audit function and the adequacy of Internal Control Systems;
- e) Discussing with Internal Auditor about significant findings, if any, and the follow up action on the same;
- f) Recommending the appointment/removal of external auditors and fixing of their remuneration;
- g) Investigating into matters specifically referred by the Board of Directors;
- h) Reviewing the annual financial statements with special reference to matters required to be included in the Directors' Responsibility Statement, changes in accounting policies if any, with reasons therefor, major accounting entries involving estimates based on exercise of judgement by management, significant adjustments made in the financial statements arising out of audit findings, compliance with listing and other legal requirements relating to financial statements, disclosure of any related party transactions and qualifications in the audit report;
- i) To look into reasons for substantial defaults in payment to fixed deposit holders, and creditors.
- j) Carrying out such other functions as may be specifically referred to the committee by the Board of Directors of the Company.

2) Composition :

The Audit Committee comprises of 4 Directors as on 31st March 2012 i.e. Mr. P. S. G. Nair, Mr. Areef A. Patel, Mr. Farukh S. Wadia and Mr. Sandeep P. Parikh. Mr. P. S. G. Nair is the Chairman of the Committee. The Audit Committee met 5 times during the year ended 31st March, 2012. Dates on which Audit Committee Meetings were held are 28-04-2011, 28-07-2011, 30-08-2011, 25-10-2011 and 07-02-2012. Attendance of the members of the Committee at the Audit Committee Meetings held during the financial year ended 31st March, 2012, was as follows:

Sr. No.	Name of the Member	Status	No. of Meetings Attended
1.	Mr.P.S.G.Nair	Chairman	5
2.	Mr. Areef A. Patel	Member	5
3.	Mr.Farukh S.Wadia	Member	5
4.	Mr. Sandeep P. Parikh	Member	5

D) Shareholders' Grievance Committee

1) Terms of Reference :

To oversee the redressal of the shareholders'/investors' complaints like the transfer of shares, non-receipt of balance sheet, non-receipt of the declared dividend etc.

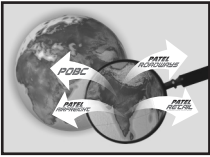
2) Composition :

The Shareholders' Grievance Committee comprises of two Non-Executive Independent Directors i.e. Mr. P.S.G. Nair and Mr. Farukh S. Wadia. Mr. P.S.G. Nair is the Chairman of the Committee. The Shareholders' Grievance Committee met twice during the financial year ended 31st March 2012. Dates on which Shareholders' Grievance Committee Meetings were held are 28-04-2011 and 25-10-2011. Attendance of the members of the Committee at the Shareholders' Grievance Committee Meetings was as follows:

Sr. No.	Name of the Member	Status	No. of Meetings Attended
1.	Mr.P.S.G.Nair	Chairman	2
2.	Mr.Farukh S.Wadia	Member	2

During the year 2011-2012, 5 (Five) complaints were received from shareholders/investors. All these complaints have been replied to the satisfaction of the complainants.

All valid transfers received during the year 2011-2012 have been acted upon by the Company.



E) Remuneration and Compensation Committee

1) Terms of Reference :

To review, assess and recommend appointment of the Executive Director(s)/Manager under the Companies Act, 1956 (The Manager) from time to time, to periodically review remuneration package of Executive and Non-Executive Directors/Manager and to recommend suitable revision of remuneration and compensation payable to Non-Executive Directors in accordance with provisions of the Companies Act, 1956 and to devise a suitable Employees Stock Option Scheme (ESOS) for the Employees, Officers and Directors of the Company, within the framework of ESOS Guidelines and for such purpose formulating detailed terms and conditions of the ESOS.

2) Composition :

The Remuneration and Compensation Committee, as on 31st March 2012, comprised of 3 Non-Executive Independent Directors i.e. Mr.P.S.G.Nair, Mr. Sandeep P. Parikh, and Mr.Farukh S.Wadia. Mr.P.S.G.Nair is the Chairman of the Committee.

The Remuneration and Compensation Committee met once during the financial year 2011-2012. i.e. on 20th March 2012 to consider the reappointment and the terms and conditions, including remuneration and minimum remuneration in case of absence or inadequacy of profits, of the reappointment of Mr. Areef A. Patel as the Whole-time Director designated as the Executive Vice-Chairman. The meeting was attended by all Three members.

3) Details of the Managerial Remuneration paid during the year ended 31st March, 2012 :

Details of managerial remuneration paid during the year ended 31st March, 2012 are given in Notes to Accounts. The Company has not paid any remuneration to Non-Executive Directors during the year ended 31st March, 2012, except sitting fees for attending meetings of the Board of Directors and Committees thereof. The details of the equity shares of the Company held by Directors as on 31st March, 2012 are given below:

Sr. No.	Name of the Director	No. of Shares held
1.	Mr. Asgar S. Patel	10,65,879
2.	Mr. Areef A. Patel	5,53,274
3.	Mr. Sandeep P. Parikh	100

F) The transfer of shares of the Company are processed by Share Transfer Agents i.e. Computronics Financial Services (India) Limited and are approved by the Share Transfer Committee. The Share Transfer Committee met 17 times during the year ended 31st March, 2012 and approved transfer of shares of the Company.

G) General Body Meetings

Details of last three Annual General Meetings of the Company are given below:

YEAR	DATE	TIME	VENUE	No. of Special Resolutions passed
2011	28.09.2011	11.00 a.m.	Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai - 400 049.	1
2010	28.09.2010	11.00 a.m.	Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai - 400 049.	1
2009	29.09.2009	11.00 a.m.	Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai - 400 049.	2

No Special Resolutions were put through the postal ballot last year. No Special Resolutions on matters required to be put through the postal ballot are placed for Shareholders' approval at this meeting.

H) Disclosures

- 1) During the year ended 31st March, 2012, there were no transactions of material nature entered into by the Company with Promoters, Directors, their relatives or the Management etc. that has potential conflict with the interest of the Company.
- 2) There were no instances of non-compliances nor were any penalties or strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets during the last three years.
- 3) In terms of the requirements of Clause 49 (v) of the Listing Agreement, Mr. Areef Patel the Executive Vice-Chairman and Mr. Mahesh Ukidave Chief Financial Officer have submitted necessary certificate to the Board of Directors stating the particulars specified under the said clause.

I) Means of Communication

- 1) Quarterly Results of the Company are published in news papers and also displayed on the web-site of the Company i.e. www.pill-india.com. The official updates are sent to the Stock Exchanges. The Annual Report of the Company is also available on the Company's website in a user-friendly and downloadable form.
- 2) Management Discussion and Analysis forms part of this Annual Report.

J) Subsidiary

During the year ended 31st March, 2012, the Company does not have any Subsidiary Company.

K) Code of conduct

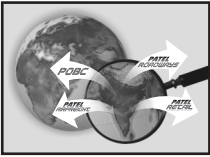
The Board of Directors have adopted the Code of Conduct for Directors and Senior Management of the Company (the Code). The Code has been communicated to the Directors and members of the Senior Management, as defined in the said Code. The Code has also been posted on the Company's web-site i.e. www.pill-india.com.

L) General Shareholder Information

- 1) The Annual General Meeting of the Company for the year ended March 2012 will be held on Friday, the 28th September 2012, at the Sheila Raheja Hall, Rotary Service Centre, Juhu-Tara Road, Santacruz (West), Mumbai - 400 049, at 11.00 a.m.
- 2) The Financial Year of the Company comprises of a twelve month period which commences on 1st April of every year and ends on 31st March of the immediately succeeding year. The Financial Year under consideration commenced on 1st April, 2011 and ended on 31st March, 2012.

The Financial Calendar

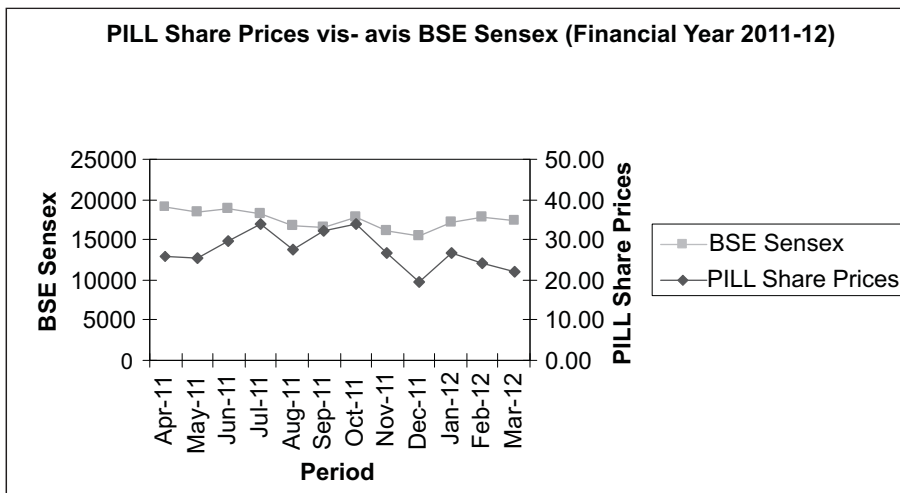
Board Meeting for consideration of Annual Accounts.	30th August 2012.
Mailing of Annual Reports.	By First Week of September, 2012.
Book Closure Dates.	21.09.2012 to 28.09.2012 (both days inclusive).
Day, Date, Time and venue of the Annual General Meeting	Friday, the 28th September 2012 at 11.00a.m. at The Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz (West), Mumbai - 400 049.
Board Meetings for the consideration of Unaudited Financial Results for the next three quarters of the current accounting year	Within forty five days from the end of each quarter with Limited review Report as stipulated under the Listing Agreement with stock exchanges.

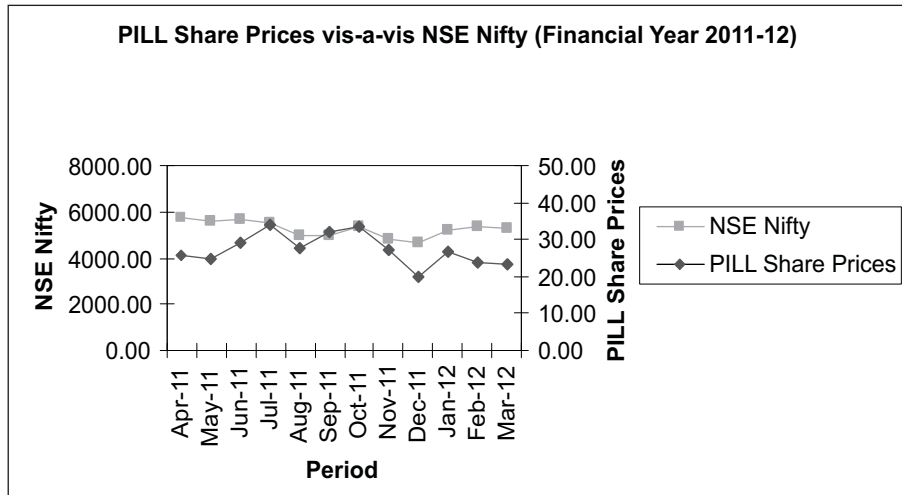


50th ANNUAL REPORT 2011-2012

- 3) The Book Closure will be from 21st September 2012 to 28th September 2012 (both days inclusive).
- 4) Dividend for the year ended 31st March, 2012, if declared at the Annual General Meeting, will be paid within a period of 30 days, to the shareholders whose names appear on the Register of Members as at the date of the Annual General Meeting.
- 5) Equity Shares of the Company are listed on Bombay Stock Exchange Limited, National Stock Exchange of India Limited, Ahmedabad Stock Exchange Limited, The Delhi Stock Exchange Association Limited, Madras Stock Exchange Limited and The Calcutta Stock Exchange Association Limited.
- 6) a) Scrip Code on the Bombay Stock Exchange Limited : 526381
b) Scrip ID on the National Stock Exchange of India Limited : PATINTLOG-EQ
- 7) ISIN (Security Code no. granted by Depositories) : INE529D01014
- 8) The monthly high and low quotations of shares traded on Bombay Stock Exchange Limited and National Stock Exchange of India Limited are as follows:

MONTH	BOMBAY STOCK EXCHANGE (BSE) (In Rs. Per share)		NATIONAL STOCK EXCHANGE (NSE) (In Rs. Per share)	
	Monthly High	Monthly Low	Monthly High	Monthly Low
April 2011	30.00	21.65	29.50	22.60
May 2011	26.60	22.30	26.25	21.60
June 2011	30.40	23.10	30.40	23.20
July 2011	38.00	28.00	37.40	28.40
August 2011	34.00	23.00	34.00	23.10
September 2011	40.30	25.75	40.90	25.05
October 2011	35.25	30.35	35.10	30.20
November 2011	34.35	24.90	34.70	25.05
December 2011	27.60	18.75	28.40	18.70
January 2012	30.00	18.10	30.95	19.20
February 2012	28.40	23.00	28.00	23.00
March 2012	26.65	21.00	26.20	20.30





9) Registrars and Share Transfer Agents (STA)

Share Transfer work of the Company is being looked after by Computronics Financial Services (India) Ltd. (STA) having office at No. 1 Mittal Chambers, Nariman Point, Mumbai - 400 021. The STA have the necessary infrastructure to carry out share transfer work for shares in physical as well as in dematerialized form including the necessary connectivity with depositories. The STA also accepts and deals with investors' complaints.

10) Share Transfer System

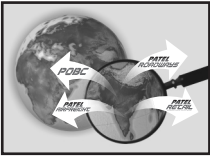
Company's shares are traded on the Stock Exchange compulsorily in the dematerialized form. Shares in physical form which are lodged with the STA for transfer are processed and the share certificates are returned to concerned person after transfer, subject to the documents being valid and complete in all respect.

11) Distribution of Shareholding as on 31st March 2012

NO.OF SHARES	NO.OF SHARE HOLDERS	% OF SHARE HOLDERS	SHARE HOLDING	% OF SHARES HELD
Up to 500	13,808	90.15	19,95,957	13.14
501-1000	756	4.94	6,22,536	4.10
1001-2000	357	2.33	5,47,184	3.60
2001-3000	106	0.69	2,68,423	1.77
3001-4000	56	0.37	2,03,742	1.34
4001-5000	45	0.29	2,12,301	1.40
5001-10000	88	0.57	6,50,178	4.28
10001 and above	100	0.66	1,06,86,291	70.37
TOTAL	15,316	100.00	1,51,86,612	100.00

12) Shareholding Pattern of the Company as on 31st March 2012

CATEGORY	NO.OF SHARES HELD	% SHARE HOLDING
Promoters' Holding (including Indian and NRI Promoters and Group Companies)	65,85,673	43.36
Mutual Funds	11,005	0.07
Corporate Bodies (other than Group Companies)	28,81,201	18.97
Indian Public	52,84,203	34.80
Non-Resident Indians (other than Promoters)	4,11,944	2.72
Others-Clearing Members/ Market Maker	12,586	0.08
TOTAL	1,51,86,612	100.00



13) Details of unclaimed shares :

In terms of clause 5All of the Listing Agreement, there are no unclaimed share certificates as on 31st March 2012.

14) Constituents of House of Patels (Promoters and Promoter's group):

a) Mr. Asgar S. Patel b) Mrs. Yasmin A. Patel c) Mr. Areef A. Patel d) Mrs. Natasha R. Pillai e) A.S.Patel Trust f) Patel Holdings Limited g) Wall Street Securities & Investments (India) Ltd h) Natasha Constructions Private Limited i) Patel Real Estate Developers Pvt. Ltd j) Natasha Homes Pvt. Ltd k) Natasha Construction Projects Pvt. Ltd l) Transways Combines Pvt. Ltd. m) Wall Street Derivatives and Financial Services (India) Ltd n) One Capital Limited o) Goldman (Patel Family) Beneficiaries Trust.

15) Details of Dematerialisation of shares

As on 31st March, 2012, 92.49% of the Company's total Shares representing 1,40,46,045 Equity Shares were held in dematerialized form and balance 7.51% representing 11,40,567 Equity Shares were held in physical (paper) form.

16) Outstanding GDRs/ADRs/Warrants or any Convertible instruments

The Company has not issued any GDRs/ADRs/ warrants or any convertible instruments.

17) Information for Communication

a) Registered Office:

"Patel House", 5th Floor, Plot No. 48,
Gazdarbandh, North Avenue Road,
Santacruz (West), Mumbai - 400 054.
Tel : (022) 2605 0021
Fax : (022) 2605 2554
Email : pill_investorservices@patel-india.com

b) Registrars & Share Transfer Agents:

Computronics Financial Services (India) Limited
No. 1, Mittal Chambers, Nariman Point,
Mumbai - 400 021.
Tel : (022) 2288 2960
Fax : (022) 2287 3314

c) Depositories :

National Securities Depository Limited
Trade World, A wing, 4th & 5th Floors,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400 013.
Tel : (022) 2499 4200 (60 lines)
Fax : (022) 2497 6351
E-mail : info@nsdl.co.in
Website : www.nsdl.co.in

Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers,
17th Floor, Dalal Street,
Mumbai - 400 001.
Tel : (022) 2272 3333
Fax : (022) 2272 3199 / 2272 2072
E-mail : investors@cdslindia.com
Website : www.cdslindia.com

Shareholders holding shares in physical mode are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account mandate details, residential status and queries / complaints etc. quoting their folio numbers to the Registrars & Share Transfer Agents of the Company or may also contact Company Secretary at the Registered office of the Company.

Shareholders holding shares in the dematerialized form shall address their correspondence regarding their shareholding to their respective Depository Participants (DP) and can address their queries / complaints to

the Registrars & Share Transfer Agents of the Company or may also contact Company Secretary at the Registered office of the Company.

- 18) The Company has adopted following non-mandatory requirements of the Corporate Governance recommended under the clause 49 of the Listing Agreement:
- i) A Chairman's Office with required facilities including fully maintained car is provided and maintained at the Company's expense for the use of the Non-Executive Chairman of the Company when he visits India..
 - ii) A Remuneration and Compensation Committee comprising of 3 Non-Executive Independent Directors of the Company is formed for reviewing and deciding appointment(s) of and remuneration payable to Executive/Non-Executive Directors and/or the Manager (if any), under the Companies Act, 1956 as and when required.

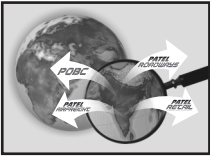
Declaration as required under Clause 49 (D) of the Listing Agreement

All Directors and Senior Management of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended 31st March, 2012.

Areef A. Patel

Mumbai, 30th August 2012

Executive Vice Chairman



AUDITORS' CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE TO THE MEMBERS OF PATEL INTEGRATED LOGISTICS LIMITED

We have examined the compliance of corporate governance by Patel Integrated Logistics Limited for the year ended 31st March, 2012 as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance 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 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 Listing Agreement.

On the basis of our verification of the records maintained by the Company and presented to the Investor's Grievance Committee, we have to state that no investor grievances were remaining unattended / pending for more than thirty days.

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

For M S P & CO.

Chartered Accountants

M.S. PARIKH

Partner

Membership No.08684

Mumbai.

Dated : 30th August 2012

MANAGEMENT DISCUSSION & ANALYSIS REPORT (Within the limits set by the Company's competitive position)

Economic Scenario

The globalization of India has given rise to new opportunities but it has also brought with it new challenges and responsibilities. Financial Year 2011-12 was a challenging year for the global economy as well as Indian economy. The global economy can no longer be viewed from a spectator's standpoint. What happens there has large implications for India. The developments over the last year in major economies of the world have not been encouraging. The GDP growth rate of Indian economy in 2011-12 is 6.9 per cent, after having grown at the rate of 8.4 per cent in each of the two preceding years. At the same time, sight must not be lost of the fact that, by cross country comparison, India remains among the front-runners. With agriculture and services continuing to perform well, India's slowdown can be attributed almost entirely to weakening industrial growth. Inflation and Capital Runaway also has been the factors hurting the economy. Country's economic momentum has been dragging due to the monetary tightening and inflation. Capital outflows, domestic corruption and policy paralysis have also given a massive blow to the economic sentiments in India .

However we expect the current scenario to be a temporary scenario and considering the strong fundamentals India enjoys, along with improvement in domestic issues, India will be well positioned to outperform other developing economies in Asia in terms of GDP growth in 2013.

India's freight transport and cargo industry continues to develop rapidly, trying to keep pace with the rapid growth of the country's economy and trade requirements. The transportation industry supports economic development by aiding the production and distribution of goods and services. Logistics will be one sector which will be the backbone of flourishing trade activity and infrastructure development, and will receive special attention by the government / private sector in coming years.

Company's Business in brief:

Your Company offers a complete range of Logistics Products, which include following business activities:

- Surface Transport
- Door Pick-up and Door Delivery
- On-Board Couriers
- Domestic Cargo Consolidation
- International Freight Forwarding
- International Courier Consolidation
- Warehousing

Your Company is a single stop Logistics Services Provider, offering unified Logistics solutions through the extensive infrastructure of Offices and Delivery Destinations across all over the country.

(A) PATEL ROADWAYS

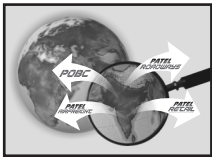
This division of the Company undertakes the conventional transportation of goods including part and full truck load. It involves point-to-point movement of cargo in a single trip in truck loads of various capacities ranging from 5-25 tons. It also includes movement of specially containerized goods. Over the years this division mastered the art and has earned the reputation of offering the finest services with strict adherence to delivery schedules.

Industry overview:

The Road Freight Transport Industry has always been the backbone for economic growth of a nation. In spite of presence of some big organized players in the industry, unorganized players continue to remain the face of road freight industry in India. With around 85 per cent share from unorganized sector, the industry has become highly competitive. Even the players from organized sector strive to achieve double digit profit margins due to the presence of large number of small players in the industry.

Industry growth has high co-relation with the economy and factors like fuel cost, GDP growth, regulatory and policy framework, etc have strong bearing on the industry growth. Industry profitability is dependent on various factors like fuel cost, freight rates, vehicle utilization, vehicle mix, broker commission, etc. In addition to this increased costs due to road conditions and toll charges at various check points also impact the profitability.

Transport industry is growing at the rate of 30 per cent per year.



Opportunities & Threats:

Introduction of the proposed Goods and Services Tax (GST) would change the rules of the game for logistics sector in India. With introduction of GST and abolition of CST, trade boundaries between states will not exist and companies can consolidate their supply chains. It would facilitate seamless supply across supply chain and across states. GST would increase the importance of logistics for the manufacturing sector. Presently, most large manufacturing firms have regional warehouses of their own to avoid inter-state taxes, but under GST they can streamline their operations and outsource their supply chain requirements to logistic sector.

This sector acts as an economic catalyst by opening up new market opportunities, moving products and services with speed and efficiency. India is trying to develop as a global outsourcing hub and the quality of the transport network not only has direct implications on the inflow of foreign direct investment (FDI) but also on prompt just-in-time deliveries. It increases welfare of the population through increased accessibility and connectivity.

The highway projects such as Golden Quadrilateral Project, Pradhan Mantri Sadak Yojna started by Atal Bihari Vajpayee led NDA government has changed the face of roads in our country. Because of the four lane highway system there has been a paradigm shift in the industry.

With the increase in demand, the transport industry is undergoing structural changes and modernization. Bulk cargo is being replaced by containerized cargo and multimodal transportation has developed. Companies are now providing integrated logistic services and the use of EDI (electronic data interchange) and IT (information technology) has improved the operational efficiency of this sector. There has been a decline in obsolete assets, improvements in self-financing capacity of the sector and commercial management of transport assets and operations. Use of sophisticated technology requires integrated service providers who can provide services across the value chain and skilled personnel. The fragment market in certain segments such as trucking is gradually becoming consolidated.

Fly by night operators and new entrants are becoming the major threats today.

As regards to safety off late the crime has increased at every nook and corner and the road transport is not spared. The risk involved is very high and vehicles are moving with high value good is always under risk for enroute thefts and pilferages and the incidences of missing vehicles are also increasing inspite of VTS in place.

Road Amenities like sanitations, petrol pumps, and dabhas are improving however at a gradual pace.

Outlook:

Most recent estimates give the road mode a share of nearly 63 % in freight movement compared to its share of just about 10 per cent in the early fifties. According to these estimates, this percentage share is likely to stabilize around 85 %.

The outlook for Road Freight Transport Sector largely depends upon infrastructural facilities available in the country. Road development is recognized as essential to sustain India's economic growth. Increased efficiency and productivity of the transport system would result in lower transit times.

In view of the above development the Road Freight Transport sector has bright chances to perform to its potential in the current year.

Risks & Concerns:

The Road Transport Sector is subjected to many inherent operational risks like fragmented ownership of vehicles, poor infrastructure of roads, bureaucratic delays at the borders, poor vehicular maintenance, etc. It is also exposed to market risks and financial risks to which all the corporates are exposed. These include risks like fluctuations in the economy and sudden changes in the Governmental policies and laws at macro level and risks like increase in the prices of component parts and fuel, increase in the hiring charges of vehicles etc. at micro level. Besides these, the Road Transport Sector is also saddled by natural calamities and events like bandhs and riots in various parts of the country. The fuel hikes on petrol, diesel, CNG and LPG has raised the Freight rates by 10-15% due to which all the commodities and raw materials cost has risen by 30-35%.

The new service tax policy of payment of service tax as soon as the Company raised the Invoices and not after the collection of invoices may create burden on the Industry.

The industry is also facing huge shortage of skilled drivers in the recent past.

(B) PATEL RETAIL

This division of the Company provides Premium Door-to-Door Express Cargo Service to over 250 branches serving more than 400 delivery stations, covering the length and breadth of the Country. The business has increased from Rs. 180 lacs average p.m. to Rs. 256 lacs average p.m. in the current year and is expected to contribute approx. 25% of the Roadways Division by the year end.

Industry Overview:

Indian express industry is growing very fast although the size of the Indian express industry is miniscule when compared to the global express industry. However, the Express Cargo industry in India has been growing at a phenomenal rate of 20-25%. The business of Express Cargo is carried on by using all three modes of cargo movement i.e. surface, air and rail. However, surface cargo movement constitutes the bulk of the express cargo movement. The industry is changing from hard freight to express cargo with door delivery facility.

Opportunities & threats:

The Indian express industry is expected to grow at an impressive rate over the next few years. Moreover, with India being recognized as an outsourcing destination, manufacturing sectors like textiles, automobiles and pharmaceuticals, IT peripherals are likely to witness increased activities in medium to long term. In order to maintain its competitiveness, companies operating in these industries are expected to outsource their logistics requirements to third party logistics service provider (3PL) and concentrate on their core-competency of manufacturing.

There are extra ordinary opportunities in this business. Using strength of our existing infrastructure of nearly 350 branches / offices / hubs, VTS scheduled vehicles, Centralised Delivery System and manpower, our Company has already started expanding its activities in this lucrative sector.

Express industry is undergoing phenomenal growth due to the rising popularity of e-commerce. Low volume, high value tiny packages from traditional cargo to express mode is the up-coming trend. Keeping this in view, there is lot of scope for the express industry to flourish in India.

Challenges faced by the industry include new players entering this industry and becoming more and more competitive. The other challenges includes matching upto the rising expectations of the customer, expanding the network to reach hitherto uncovered areas, containing rising fuel and freight costs and retention of manpower.

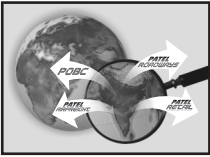
Outlook:

The express sector in India has a bright outlook. As a fast-growing, market-driven economy, we believe India is poised to take a leading role on the world's stage. The outlook for this product is progressive. Though it is a part of the Transport Sector in general, the Express Cargo Industry, in a short span of time, has been able to carve a separate status and identity for itself. With the steady growth in all the sectors including the Manufacturing and the Retail Trade, the Express cargo industry is poised for healthy growth. The improvement in the road infrastructure is becoming evident and a larger segment of corporates have started preferring express deliveries made in time.

This mode of transport has an ability to grow at a very brisk pace. The net margins in this business are much higher as compared to those in the conventional freight transport business as the customer is prepared to pay a higher price for professional handling of cargo and door-to-door delivery, and "Just in Time" delivery of cargo.

Risk & concerns:

The complexities of this business are very high because the service levels are based on a number of constituents like reach (depth and width), government regulations, infrastructure etc which are not in the control of service providers in this industry. To a certain extent the risks are akin to the transport industry as a whole. Besides, the investment and commitment levels required are also quite steep. The industry might face significant challenges in the coming years like increase in fuel cost, shortage of skilled manpower and increasing competition etc.



(c) POBC AND PATEL AIRFREIGHT DOMESTIC

This division of the Company carries on the business of air cargo consolidation in the domestic markets.

Industry overview:

After the extremely harsh recession of 2010, as the world started to move into the year 2012 it was evident that economic recovery had firmly set in. Admittedly, its sheer momentum as well as hearty robustness left almost everybody, across various sectors, pleasantly surprised.

Increasing globalization, establishment of manufacturing facilities, and India's growing might in the Information Technology (IT) space have contributed to the boom in the country's economy. This has resulted in an increased aggregate demand from India, driving the air cargo services market.

With both domestic and foreign carriers showing an increasing interest in setting up and expanding their cargo operations in India, it seems the cargo services here all set to chart a new course.

Opportunities & Threats:

Air Cargo Market in India Thrives with Economic Development and Rising International Trade. Strong macroeconomic fundamentals, growth in retail driven by rising levels of disposable income in the hands of more and more people, expansion in Domestic Air Network by Indian Carriers, End to End solutions by Express Service Providers, growth of new time sensitive verticals like Pharmaceuticals, Healthcare, Electronics, Wireless Telephony, and Automotive Spares etc. are said to be the factors responsible for the rapid growth of Domestic Air Cargo Logistics business.

The share of air cargo in the domestic logistics sector in India has been negligible if compared with global standards due to various factors such as cost and infrastructure. However, all this is ready to change in the next three to four years with the Indian economy expected to back on growth path and the liberalization of the aviation sector.

Air cargo industry in India has evolved hugely over the years with some industry players expecting a four-fold growth in Indian freight traffic over the next 20 years. At present, India accounts for just 3 per cent of the size of the world air cargo market which is estimated at 27 million tonnes and valued at US\$200bn.

Outlook:

This sector seems to be on an upswing with an expected YOY growth of 10-15 per cent. At another level, Express Delivery Services have emerged as a key product in recent times as compared to the conventional General air Cargo services. The Express Delivery Services are always the High Yield products for the industry as such .

Proactive and favorable government policies will greatly encourage investments in the air cargo industry and facilitate the setting up of the required amenities and infrastructure. It will also help establish multi-modal cargo hubs for quick and efficient transportation of cargo.

The market will get a further boost with the recent government policy to allow foreign airlines to own up to 74 percent stake in Indian cargo airlines, as this will bring in the much-needed capital and global best practices to the Indian air cargo industry.

Risks & Concerns:

Inadequate Infrastructure Poses a Major Challenge to Air Cargo Movement. The recent initiatives by the government which include building of additional airports with state of the art facilities, automation of cargo handling at existing airports, widening and concretization of roads leading to airports etc. will help the industry in catering its services more effectively and efficiently.

(D) POBC INTERNATIONAL

This Division is in the business of Wholesale Courier Consolidation for International Sectors and operates line-hauls ex Mumbai & Delhi to various International Destinations.

Industry Overview:

The Industry Overview is somewhat similar to that of POBC Domestic, as it is part of the same Industry. The main difference however is that POBC Domestic Consolidates both Courier & Cargo Loads in the Domestic Market, whereas POBC International Consolidates only International Courier Loads. There are therefore several factors which are different.

Opportunities and Threats:

As intimated previously, the scope of this business has now almost reached a Dead End. Value Addition is no more possible & the Market has therefore got Commoditized. Since there are no Entry Barriers, too many players have entered the fray. The only real differentiating factor is now the Price, which has lead to severe Erosion of the Yields. As a result, no one can survive with this being the core/main business anymore.

Outlook:

The overall outlook for this Business is Grim. The Customer Base has been Eroded, as large customers now deal directly with the airlines. IATA agents are also offering similar services at very low margins. This Business does not therefore appear to have much Future Potential.

Risks and Concerns:

Collection of Payments in time is a challenge, as Customers are demanding and getting extended credit facilities. The Market is now Dominated by a few Dubious Companies who send Large Volumes, but demand Credit, which is not advisable. They basically send non permitted items and we have to be very careful with whom we deal with, so as to ensure that the interests of our company are protected. Since we avoid dealing with these Companies, it further shrinks the market for us.

(E) PATEL AIRFREIGHT INTERNATIONAL

This Division is in the business of handling Airfreight of Export Cargo ex Mumbai.

Industry Overview:

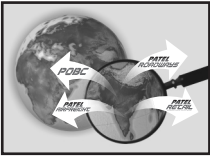
This is part of the International Freight Forwarders Community and is focused on Exports by Air ex Mumbai. It is a business where we deal with Exporters and Sub Agents to generate International Air Cargo volumes on various Airlines ex Mumbai to destinations all over the world.

Opportunities and Threats:

Being part of the Aviation Industry and the Freight Forwarding Community, we are obviously affected by the issues concerning this trade, such as increasing Aviation fuel costs and additional costs towards Security Measures, which are constantly being added/ enhanced. Stiff Competition in the market leading to low yields, congestion at the Air Cargo Terminals due to inadequate infrastructure, delays in customs clearance due to technology up gradation issues are some of the other challenges that we face. Collection of Payments in time is also a Major Challenge, as several Competitors are now selectively offering Extended Credit of 90-120 days in the Market, which we will not provide. Despite this, we are still able to retain our customers by offering dedicated as well as personalized services, with prompt feedback & competitive rates.

Outlook:

With the emerging Indian Economy and India's share of World Trade increasing, the outlook for India's Air Exports appears to be good. The market is growing and capacity is being added by the International Airlines. Hopefully, increased volumes should partly compensate for the decreased yields.



Risks and Concerns:

The major risks continue to be stiff competition from the increasing number of multinational and global forwarders, the high level of customer awareness, leading to very thin margins and customers insisting on & obtaining extended credit, which adversely affects cash flows. We therefore have to be careful in selecting our customers, so as to avoid delays/defaults in payment. We also need to selectively keep on changing our customer mix, so as to arrive at a proper balance.

Human Resource Management:

The "House of Patels" is mainly a service provider in the arena of Logistics. In this field there are several players, and the fact that we have completed half a century and are one of the acknowledged leaders in this field is mainly due to the quality of service that we provide to our esteemed clients.

The House of Patels recognises people as the primary source of its competitiveness and continues to focus on people development by leveraging technology and developing a continuously learning human resource base to unleash their potential and fulfill their aspirations.

Over the years, our people, in the past as well as present, have always striven and walked the extra mile to ensure that our Customers interests are supreme. The Company has always been focussed on honing the skills of its people through providing a highly conducive working atmosphere and through imparting proper training on the job as well as through outside interventions. Our quest is towards creation of platform for learning for all employees in the Organisation.

The Company have always held the view that recognizing and rewarding excellence is essential for having a totally committed, dedicated and "charged" work force.

The Company continues to enjoy peaceful and harmonious relations with all its employees through several proactive measures during the year. The Company employed 1056 people as on 31st March 2012.

Internal Control System:

The Company has a satisfactory Internal Control System, the adequacy of which has been reported by the Auditors in their Report as required by the Companies (Auditor's Report) Order, 2003.

The Company is committed to further improve Internal Controls and strengthen the Internal Audit function. Further stress on Corporate Governance is being given in the current year. We firmly believe that the business can grow and develop on the required lines and profitability can be sustained only through Strong and Transparent Corporate Governance.

Financial performance and segment-wise performance :

The discussion on the financial performance of the Company is covered in the Directors' Report. The segment-wise performance is available in note 34 of the notes forming part of the Accounts for the year under consideration.

Cautionary Statement:

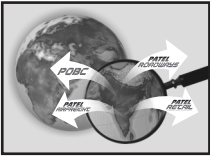
Statements in the Management Discussion and Analysis Report describing Projections, Estimates, Expectations, Future Outlook etc. in connection with the business may be 'forward looking statements' within the meaning of applicable securities laws and regulations. However, the actual results could materially differ from those expressed or implied in the statements made by the Management. Various factors which are outside the purview of the Management Control can cause these deviations. These factors include economic developments in the country, changes in governmental policies and fiscal laws, sudden and unexpected rise in input costs, change in the demand supply pattern in the industry, etc.

Secretarial Audit Report

The Board of Directors
Patel Integrated Logistics Limited
Patel House, 48 Gazdar bandh,
North Avenue Road, Santacruz (West)
Mumbai 400 054

I have examined the registers, records and documents of Patel Integrated Logistics Limited ("the Company") for the financial year ended on March 31, 2012 according to the provisions of -

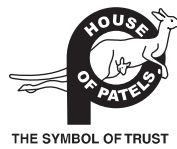
- The Companies Act, 1956 and the Rules made under that act;
 - The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
 - The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - 1) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - 2) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - 3) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - The Equity Listing Agreements with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.
1. Based on my examination and verification of the registers, records and documents produced to me and according to the information and explanations given to me by the Company, I report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 ("the Act") and the Rules made under the Act and the Memorandum and Articles of Association of the Company, with regard to:
- a) Maintenance of various statutory registers and documents and making necessary entries therein;
 - b) Closure of the Register of Members;
 - c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and Central Government;
 - d) Service of documents by the Company on its Members;
 - e) Notice of Board meetings and Committee meetings of Directors;
 - f) The meetings of Directors and Committees of Directors including passing of resolutions by circulation;
 - g) The 49th Annual General Meeting held on 28th September 2011;
 - h) Minutes of proceedings of General Meetings and of Board and its Committee meetings;
 - i) Approvals of the Members, the Board of Directors, the Committees of Directors and government authorities, wherever required;
 - j) Constitution of the Board of Directors / Committee(s) of Directors and appointment, retirement and re-appointment of Directors including the Managing Director and Whole-time Directors;
 - k) Payment of remuneration to the directors including the Managing Director and Whole-time Directors;
 - l) Appointment and remuneration of Auditors;
 - m) Transfers and transmissions of the Company's shares, issue and allotment of shares and issue and delivery of original and duplicate certificates of shares;



- n) Payment of interest on fixed deposits and repayment / renewal of fixed deposits;
 - o) Declaration and payment of dividends;
 - p) Transfer of certain amounts as required under the Act to the Investor Education and Protection Fund;
 - q) Borrowings and registration, modification and satisfaction of charges;
 - r) Investment of the Company's funds including inter corporate loans and investments and loans to others;
 - s) Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in revised Schedule VI to the Act;
 - t) Board's report, Corporate Governance Report, Management Discussion and Analysis;
 - u) Contracts, common seal, registered office and publication of name of the Company; and
 - v) Generally, all other applicable provisions of the Act and the Rules made under that Act.
- 2 I further report that:
- (a) the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings debenture holdings and directorships in other companies and interests in other entities;
 - (b) the Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel;
 - (c) the Company has obtained all necessary approvals under the various provisions of the Act; and
 - (d) there was no prosecution initiated and no fines or penalties were imposed during the year under review under the Companies Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- 3 I further report that:
- (a) the Company has complied with the requirements under the Equity Listing Agreements entered into with the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited;
 - (b) the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the Regulations;
 - (c) the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the Regulations.

Dinesh Kumar Deora
Practising Company Secretary
Membership No. FCS 5683
Certificate of Practice No. 4119

Mumbai, 30th August 2012



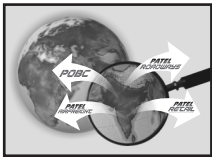
AUDITOR'S REPORT

To,
The Members of
Patel Integrated Logistics Limited.

1. We have audited the attached Balance Sheet of **Patel Integrated Logistics Limited**, as at 31st March, 2012, the related Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with the auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order 2003, as amended by the Companies (Auditor's Report Amendment) Order, 2004, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of The Companies Act, 1956, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we enclose in the **Annexure** a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. We further report that:
 - i) We have obtained all the information and explanations, which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - ii) 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;
 - iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - iv) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - v) On the basis of the written representations received from the Directors as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March, 2012 from being appointed as director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956;
 - vi) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read with the significant accounting policies and notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true & fair view in conformity with the accounting principles generally accepted in India:-
 - a. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - b. in the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date;and
 - c. in the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For **MSP & CO.**
Chartered Accountants

M. S. Parikh
(Partner)
Membership No. 08684
Mumbai,
Dated: 30th August, 2012



ANNEXURE TO AUDITORS' REPORT OF PATEL INTEGRATED LOGISTICS LIMITED

(Referred to in paragraph 3 of our report of even date)

(I) In respect of its fixed assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) We have been informed that all the Fixed Assets have been physically verified by the management in a phased manner over the period of three years 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 no substantial part of fixed assets has been disposed off by the Company. Therefore, the provisions of clause I(c) of paragraph 4 of the aforesaid Order, in our opinion, are not applicable to the Company.

(II) In respect of inventory of stores, operating supplies, etc.:

In view of there being no requirement to carry and hold any stock of inventories, the provisions of clause II of paragraph of the aforesaid Order, in our opinion, are not applicable to the Company.

(III) In respect of the loans, secured or unsecured, granted or taken by the Company to companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956, according to the information and explanations given to us :

- (a) The Company has granted loans to one company listed in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was Rs. 20,12,203/- and the year end balance of loan granted to such company is Rs. Nil/-. Since the year end balance of such loan outstanding was Nil the provision of Clause III (b), (c) and (d) of paragraph 4 of the aforesaid Order, are not applicable to the Company.
- (e) The Company has taken unsecured loan from one company listed in the register maintained under section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was Rs. 61,00,000/- and the year end balance of loan taken from such company is Rs. 61,00,000/-.
- (f) In our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions of the loans taken by the company, are prima facie not prejudicial to the interest of the company.
- (g) The principal amounts are repayable on demand and there is no repayment schedule. The interest is paid regularly.

(IV) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of services. During the course of our audit, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the internal control system.

(V) In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:

- (a) The transactions made in pursuance of contracts or arrangements that are required to be entered in the register maintained under Section 301 of the Companies Act, 1956, have been duly entered by the Company.
- (b) In our opinion, the transactions in pursuance of contracts or arrangements that are required to be entered in the register maintained under Section 301 of the Companies Act, 1956 aggregating during the year to Rs. 5,00,000/- (Rupees Five Lacs Only) or more in respect of any party during the year, the rates are considered to be reasonable having regard to the prevailing market price at the relevant time.

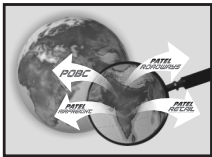
(VI) In our opinion and according to the explanations given to us, the Company has complied with the provisions of Sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975, with regard to the deposits accepted from the public. According to the information and explanations given to us, no order under the aforesaid sections has been passed by the Company Law Board on the Company.

(VII) In our opinion, the Company has an internal audit system, commensurate with the size of the Company and nature of its business.

- (VIII) The Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of any of the activities of the Company.
- (IX) According to the information and explanations given to us in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed dues of Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Service Tax, Cess and other statutory dues applicable to it, with the appropriate authorities during the year. According to the information and explanation given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Wealth Tax, Service Tax, Sales Tax, and Cess were in arrears as at 31st March, 2012 for a period of more than six months from the date they became payable.
- (b) There are no statutory dues, which have not been deposited on account of any dispute.
- (X) The Company has no accumulated loss as at 31st March, 2012 and has not incurred cash losses in the financial year covered under audit and in the immediately preceding financial year.
- (XI) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to Banks, Financial Institutions. The Company has not issued any debentures.
- (XII) In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (XIII) In our opinion, the Company is not a chit fund or a nidhi, mutual benefit fund/society. Therefore, the provisions of clause XIII of paragraph 4 of the aforesaid Order, are not applicable to the Company.
- (XIV) In our opinion and according to the information and explanation given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provision of Clause XIV of paragraph 4 of the aforesaid Order, are not applicable to the Company.
- (XV) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions. Accordingly, the provision of Clause XV of paragraph 4 of the aforesaid Order, are not applicable to the Company.
- (XVI) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which the same were obtained.
- (XVII) According to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, funds raised on short term basis have, prima facie, not been used during the year for long term investment.
- (XVIII) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956, during the year. Therefore, the provisions of clause XVIII of paragraph 4 of the aforesaid Order, in our opinion, are not applicable to the Company.
- (XIX) The Company has not issued any debentures during the year under audit. Therefore, the provisions of clause XIX of paragraph 4 of the aforesaid Order, in our opinion, are not applicable to the Company.
- (XX) During the year the company has reissued its forfeited equity shares. However, the Company has not raised any money by public issue during the year. Therefore, the provisions of clause XX of paragraph 4 of the aforesaid Order, in our opinion, are not applicable to the Company.
- (XXI) To the best of our knowledge and according to the information and explanation given to us, we have neither come across any instances of fraud on or by the Company nor have we been informed of any such case by the Management.

For **M S P & CO.**
Chartered Accountants

M. S. Parikh
(Partner)
Membership No. 08684
Mumbai,
Dated: 30th August, 2012.



BALANCE SHEET AS AT 31ST MARCH, 2012

	Note	Rupees	As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
EQUITY AND LIABILITIES				
Shareholders' funds				
Share Capital	2	15,18,66,120		15,12,41,620
Reserves and surplus	3	<u>72,65,08,141</u>	87,83,74,261	71,85,91,618
				86,98,33,238
Non - Current Liabilities				
Long Term Borrowings	4	10,44,35,306		10,16,24,932
Deferred Tax Liability (Net)	5	4,94,43,171		5,06,48,152
Other Long Term Liabilities	6	<u>2,68,62,498</u>	18,07,40,975	2,64,67,975
				17,87,41,059
Current Liabilities				
Short Term Borrowings	7	28,81,97,387		26,76,85,078
Trade Payables	8	20,09,73,036		22,83,37,607
Other Current Liabilities	9	17,52,20,406		17,37,68,313
Short Term Provisions	10	<u>9,04,10,082</u>	75,48,00,911	10,19,26,997
				77,17,17,995
			181,39,16,147	182,02,92,292
TOTAL:				
ASSETS				
Non - Current Assets				
Fixed Assets				
Tangible Assets	11	47,86,05,613		45,37,97,168
Intangible Assets	11	38,29,016		30,19,228
Capital Work-in-Progress	11	<u>28,41,588</u>	48,52,76,217	24,16,588
				45,92,32,984
Non - Current Investment	12	3,23,78,744		4,06,92,030
Long Term Loans and Advances	13	<u>9,15,02,843</u>	12,38,81,587	8,90,06,715
				12,96,98,745
Current Assets				
Trade Receivable	14	83,68,61,635		75,36,22,282
Cash and Cash Equivalents	15	15,94,06,851		17,52,26,126
Short Term Loans and Advances	16	20,52,02,571		29,56,47,194
Other Current Assets	17	<u>32,87,286</u>	120,47,58,343	68,64,961
				123,13,60,563
			181,39,16,147	182,02,92,292
TOTAL:				
Significant Accounting Policies	1			
Notes on Financial Statements	2 - 38			

As per our report of even date
For M S P & Co.
Chartered Accountants

M. S. Parikh
Partner
Membership No. 08684
Mumbai,
Dated : 30th August, 2012

For and on behalf of the Board,

A. A. PATEL
Executive Vice Chairman

P. S. G. NAIR
Director

M. L. UKIDAVE
Chief Financial Officer

N. B. AKOLKAR
Company Secretary

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

	Note	For the Year 2011-12 Rupees	For the Year 2010-11 Rupees
INCOME			
Revenue from Operations	18	452,44,77,316	428,42,20,482
Other Income	19	1,38,27,451	2,44,49,045
Total Revenue		453,83,04,767	430,86,69,527
EXPENSES			
Operating cost	20	390,94,04,310	371,60,78,164
Employee Benefits Expense	21	24,47,21,571	21,53,94,393
Finance costs	22	7,41,80,598	7,40,49,339
Depreciation and Amortisation Expense	11	4,27,26,809	3,88,75,774
Other Expenses	23	21,74,40,695	21,42,57,965
Total Expenses		448,84,73,983	425,86,55,635
Profit Before Tax		4,98,30,784	5,00,13,892
Tax Expense			
Current Tax		1,90,00,000	1,90,00,000
Deferred Tax		(12,04,981)	(7,43,205)
(Excess) / Short Provision of Income Tax for earlier years		52,08,830	(1,22,709)
Profit for the year		2,68,26,935	3,18,79,806
Earning per Equity Share of face value of Rs. 10/- each			
Basic and Diluted (in Rs.)	24	1.77	2.11
Significant Accounting Policies	1		
Notes on Financial Statements	2 - 38		

As per our report of even date
For M S P & Co.
Chartered Accountants

M. S. Parikh
Partner
Membership No. 08684
Mumbai,
Dated : 30th August, 2012

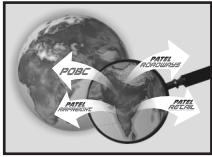
For and on behalf of the Board,

A. A. PATEL
Executive Vice Chairman

M. L. UKIDAVE
Chief Financial Officer

P. S. G. NAIR
Director

N. B. AKOLKAR
Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

	Year Ended 31.03.2012 Rupees	Year Ended 31.03.2011 Rupees
A: CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax as per Profit and Loss Account	4,98,30,784	5,00,13,892
Adjusted For :		
Net Prior Year Adjustment	-	-
Loss on Sale / Discard of Assets (Net)	7,41,881	24,54,495
Depreciation	4,27,26,809	3,88,75,774
(Net gain) / Loss on Sale of Investments	26,41,102	(7,14,228)
Dividend Income	(6,65,330)	(5,59,511)
Interest Income	(90,84,358)	(1,12,47,840)
Finance Cost	7,41,80,598	7,40,49,339
	<u>11,05,40,702</u>	<u>10,28,58,029</u>
Operating Profit Before Working Capital Changes	16,03,71,486	15,28,71,921
Adjusted For :		
Trade and Other Receivables	(8,59,60,460)	(3,93,10,171)
Trade and Other Payables	(1,65,86,689)	(43,88,389)
	<u>(10,25,47,149)</u>	<u>(4,36,98,560)</u>
Cash Generated from Operations	5,78,24,337	10,91,73,361
Taxes Received (Paid) (Net)	3,99,65,255	(1,28,93,402)
	<u>3,99,65,255</u>	<u>(1,28,93,402)</u>
Net Cash from Operating Activities	<u>9,77,89,592</u>	<u>9,62,79,959</u>
B: CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(7,22,76,353)	(6,63,16,554)
Sale of Fixed Assets	31,89,430	37,16,300
Sale of Investment	56,72,184	12,52,82,707
Purchase of Investment	-	(12,48,63,926)
Movement in Fixed Deposits (Net)	48,03,801	2,16,45,548
Increase in Capital Work in Progress	(4,25,000)	(1,00,000)
Interest Received	1,26,62,033	97,12,882
Dividend Received	6,65,330	5,59,511
Net Cash (used in) Investing Activities	<u>(4,57,08,575)</u>	<u>(3,03,63,532)</u>

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

C: CASH FLOW FROM FINANCING ACTIVITIES :

Proceeds from Public Deposits (Net)	97,25,000	1,24,99,000
Proceeds from reissue of forfeited shares	28,94,400	-
Proceeds from Long Term Borrowings (Net)	4,60,902	2,13,95,836
Repayment of Long Term Borrowings	-	(45,00,000)
Short Term Borrowings (Net)	1,44,12,309	2,61,77,614
Interest Paid	(7,30,63,432)	(7,46,90,394)
Dividend Paid	(1,75,25,670)	(1,75,84,102)
Net Cash (used in) / from Financing Activities	<u>(6,30,96,491)</u>	<u>(3,67,02,046)</u>
Net Increase in Cash and Cash Equivalents	(1,10,15,474)	2,92,14,381
Opening Balance of Cash and Cash Equivalents	13,26,39,521	10,34,25,140
Closing Balance of Cash and Cash Equivalents	<u>12,16,24,047</u>	<u>13,26,39,521</u>

Note : Previous year's figures have been restated/recasted, wherever necessary, to conform to this year's classification

As per our report of even date
For **M S P & Co.**
Chartered Accountants

M. S. Parikh
Partner
Membership No. 08684
Mumbai,
Dated : 30th August, 2012

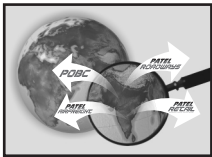
For and on behalf of the Board,

A. A. PATEL
Executive Vice Chairman

M. L. UKIDAVE
Chief Financial Officer

P. S. G. NAIR
Director

N. B. AKOLKAR
Company Secretary



Notes on Financial Statements for the Year Ended 31st March, 2012

1. Significant Accounting Policies

a. Basis for preparation of Financial Statements:

The accounts have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards notified under Section 211[3c] of the Companies Act, 1956 and the relevant provisions thereof.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Revised Schedule VI to the Companies Act, 1956.

Based on the nature of service and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current / non - current classification of assets and liabilities.

The preparation of the financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumption that affect the reported amounts of assets and liabilities as at the balance sheet date, reported amounts of revenues and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumption used in the financial statements are based upon the managements evaluation of the relevant facts and circumstances as of the date of financial statements.

b. Fixed Assets and Depreciation:

i. All fixed assets are stated at cost of acquisition includes amounts added on revaluation, less accumulated depreciation and impairment losses.

ii. Assets acquired on financial lease on or after April 1, 2001 are capitalised at their fair values.

iii. Depreciation / Amortisation

Depreciation on all assets, including those revalued, and those valued at market price is provided under straight line method at the rates and in the manner prescribed under Schedule XIV to the Companies Act, 1956.

iv. Depreciation on additions to assets or sale or disposal of assets is calculated on a pro-rata basis from / to the date of addition / deduction.

v. Computer Software is amortised over a period of three years, being the economic useful life as estimated by the management.

vi. Cost of leasehold land is amortised over the residual period of the lease.

vii. Assets taken on financial lease are depreciated over their useful life.

c. Impairment of Assets:

Impairment loss if applicable is provided to the extent the carrying amount of assets exceeds their recoverable amount and the same is charged to the Profit and Loss Account in the year in which an asset is identified as impaired.

d. Investments:

i. Non - Current Investments are stated at cost as they are made with long-term perspective. Provision for diminution, if any, in value of investments is made to recognize a decline other than temporary in the value of the investment and valuation is done on global basis.

ii. Membership shares of a Co-operative Housing Society related to office premise are included under Non - Current Investments.

iii. Profit / Loss on sale of Non - Current Investments is computed on FIFO basis.

e. Policy For Revenue Recognition:

- i. Revenue / Income and Cost / Expenditure are generally accounted on accrual basis as they are earned / incurred, except those with significant uncertainties.
- ii. Amounts recovered towards demurrage and delivery charges are accounted at the time when they are ultimately realised. Freight includes recoverable on undelivered consignments as certified by the management and recoveries for other allied services.
- iii. Income on account of Co-Loading and Cargo division is recognized on booking of courier & cargo load.
- iv. Income from Money transfer business is accounted for when the remittance amount is paid to the receiving party.
- v. Dividend income from investment is recognised as and when received.
- vi. Other incomes are accounted for on accrual basis except when the recovery is uncertain, it is accounted for on receipt basis.
- vii. Claims made against the Company are evaluated as to type thereof, period for which they are outstanding and appropriate provision made. Claims are stated net of recoveries from Insurance Companies and others.
- viii. Administrative and other expenses are stated net of recoveries wherever applicable.

f. Retirement Benefits (Staff Benefits):

- i. The Company has taken a policy with Life Insurance Corporation of India under the Group Gratuity Scheme to cover gratuity liability to the extent of Rs. 10,00,000/- per employee and the premium is accrued on yearly basis. Additional liability if any, in excess of Rs. 10,00,000/- per employee is provided for on payment basis in respect of gratuity entitlement.
- ii. Leave encashment is accounted on the basis of actuarial valuation as at the close of the financial year.

g. Foreign Currency Transactions:

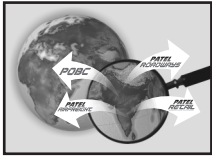
- i. Current Assets / Liabilities denominated in foreign currency are restated at the rates prevailing at the year end or at the rates at which forward cover has been booked, whichever is applicable.
- ii. Difference, if any, on settlement / restatement is taken to Profit and Loss Account.

h. Taxes on Income:

- i. Current tax is determined as the amount of tax payable in respect of taxable income for the year.
- ii. Deferred tax liabilities and assets are recognised at substantively enacted tax rates, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets are recognised and carried forward only to the extent there is a reasonable certainty that sufficient future taxable income will be available against such deferred tax and can be realised.

i. Provision and contingencies:

A provision is recognized when the company has legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed when the company has possible or present obligation where it is not certain that an outflow of resources will be required to settle it. Contingent assets are neither recognized nor disclosed.



Notes on Financial Statements for the Year Ended 31st March, 2012

	As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
2 SHARE CAPITAL		
Authorised Share Capital		
2,00,00,000 Equity Share of Rs. 10/- each (2,00,00,000)	20,00,00,000	20,00,00,000
	<u>20,00,00,000</u>	<u>20,00,00,000</u>
ISSUED, SUBSCRIBED AND PAID UP :		
1,51,86,612 Equity Shares of Rs, 10/- each paid up value (1,51,86,612)	15,12,41,620	15,12,41,620
Less : Amount paid-up on 1,07,200 forfeited equity shares transferred to Capital Reserve	4,47,500	-
Add: 1,07,200 forfeited equity share reissue (-)	10,72,000	-
TOTAL	<u>15,18,66,120</u>	<u>15,12,41,620</u>

2.1 During the current year, 1,07,200 forfeited equity shares of Rs.10/- each at the premium of Rs.17/- each were reissued on preferential basis on 3rd November, 2011. The pricing was in accordance with guidelines prescribed by SEBI (ICDR) Regulations, 2009 for Preferential Allotment.

2.2 Paid up capital of Previous year includes Rs. 4,47,500/- paid up on forfeited shares.

2.3 During the year 2007-08, 18,00,000 Equity shares of Rs.10/- each at the premium of Rs.64/- each were issued on preferential basis on 15th February, 2008. The pricing was in accordance with SEBI (DIP) Guidelines, 2000 for Preferential Allotment.

2.4 The reconciliation of the number of shares outstanding is set out below :

Particulars	As At 31.03.2012 No. of Shares	As At 31.03.2011 No. of Shares
Equity Shares at the beginning of the year fully paid up Add : Forfeited shares re-issued	1,50,79,412 1,07,200	1,50,79,412 -
Equity Shares at the end of the year	1,51,86,612	1,50,79,412

2.5 Rights, preferences and restrictions attached to the equity shares -

The Company has one class of equity shares having a par value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

2.6 The details of Shareholders holding more than 5 % shares :

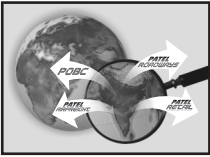
Name of the Shareholders	As At 31.03.2012		As At 31.03.2011	
	No. of Shares	% held	No. of Shares	% held
Patel Holdings Limited	30,25,667	19.92	29,62,797	19.65
A. S. Patel Trust	13,71,500	9.03	13,71,500	9.10
Mr. Asgar S. Patel	10,65,879	7.02	8,64,140	5.73

Notes on Financial Statements for the Year Ended 31st March, 2012

		As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
3 RESERVES AND SURPLUS			
Capital Reserve			
As per last Balance Sheet	1,22,86,053		1,22,86,053
Add : Capital Profit on reissue of forfeited shares	<u>4,47,500</u>	1,27,33,553	<u>-</u> 1,22,86,053
Capital Redemption Reserve		18,60,000	18,60,000
Securities Premium Reserve			
As per last Balance Sheet	24,47,52,937		24,47,52,937
Add : Premium on Reissue of forfeited shares	<u>18,22,400</u>	24,65,75,337	<u>-</u> 24,47,52,937
General Reserve			
As per last Balance Sheet	34,78,23,518		32,78,23,518
Add : Transferred from Profit and Loss Account	<u>2,00,00,000</u>	36,78,23,518	<u>2,00,00,000</u> 34,78,23,518
Profit and Loss Account			
As per last Balance Sheet	11,18,69,110		11,75,14,974
Add : Profit for the year	<u>2,68,26,935</u>		<u>3,18,79,806</u>
	13,86,96,045		14,93,94,780
Less : Appropriations			
Transferred to General Reserve	2,00,00,000		2,00,00,000
Proposed Dividend on Equity Shares	1,82,23,934		1,50,79,412
(Dividend per share Rs.1.20/- (Previous Year Rs. 1/-)			
Tax on Dividend	<u>29,56,378</u>	9,75,15,733	<u>24,46,258</u> 11,18,69,110
TOTAL		<u>72,65,08,141</u>	<u>71,85,91,618</u>

	As At 31.03.2012		As At 31.03.2011	
	Non Current Rupees	Current Rupees	Non Current Rupees	Current Rupees
4 LONG TERM BORROWINGS				
Secured				
Deferred Payment Liabilities	<u>3,58,42,306</u>	<u>2,31,42,594</u>	<u>3,54,65,932</u>	<u>2,30,58,066</u>
	3,58,42,306	2,31,42,594	3,54,65,932	2,30,58,066
Unsecured				
Loans and advances from Related Parties	-	61,00,000	61,00,000	-
Deposit accepted from public	6,85,93,000	2,03,37,000	6,00,59,000	1,91,46,000
	<u>6,85,93,000</u>	<u>2,64,37,000</u>	<u>6,61,59,000</u>	<u>1,91,46,000</u>
TOTAL	<u>10,44,35,306</u>	<u>4,95,79,594</u>	<u>10,16,24,932</u>	<u>4,22,04,066</u>

4.1 Deferred payment liabilities referred above are secured by way of mortgage of trucks and motor cars for which EMI's are still outstanding.



Notes on Financial Statements for the Year Ended 31st March, 2012

	As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
5 DEFERRED TAX LIABILITY (Net)		
Related to Fixed Assets	4,94,43,171	5,06,48,152
TOTAL	<u>4,94,43,171</u>	<u>5,06,48,152</u>

	As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
6 OTHER LONG TERM LIABILITIES		
Deposits*	2,68,62,498	2,64,67,975
TOTAL	<u>2,68,62,498</u>	<u>2,64,67,975</u>

* Deposits includes deposits from Transporters, Customers, Franchisees and Godown deposits.

	As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
7 SHORT TERM BORROWINGS		
Secured - Loans repayable on demand		
Working Capital Loans From Banks	28,20,97,387	26,76,85,078
Unsecured		
Loans and advances from Related Parties	61,00,000	-
TOTAL	<u>28,81,97,387</u>	<u>26,76,85,078</u>

7.1 Overdraft and cash credit facilities from banks :

Secured by :

Pari Passu Hypothecation charges on all the present & future book debts and movable assets other than those acquired under hire purchase agreement.

Collateral Security -

- Personal Guarantee of Wholetime Director designated as Executive Vice Chairman.

- Equitable Mortgage of certain properties :

a) Situated at Mumbai

b) Owned by Promoter Company & Associate situated at Mumbai.

Notes on Financial Statements for the Year Ended 31st March, 2012

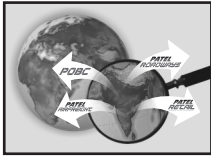
	As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
8 TRADE PAYABLES		
Acceptances	12,56,50,000	11,19,90,000
Others	7,53,23,036	11,63,47,607
TOTAL	<u>20,09,73,036</u>	<u>22,83,37,607</u>

8.1 The Company has not received any intimation from its Vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence the disclosure, if any under the said Act has not been made.

	As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
9 OTHER CURRENT LIABILITIES		
Current maturities of Public Deposits	1,91,21,000	1,76,00,000
Current maturities of deferred payment liabilities	2,31,42,594	2,30,58,066
Interest accrued but not due on public deposits	51,34,374	40,69,694
Unclaimed Dividend	36,60,093	22,33,561
Unclaimed matured deposits and interest accrued thereon	12,68,486	15,46,000
Creditors for Capital Expenditure	16,16,874	48,72,561
Other Payables		
Staff Advance	2,54,100	4,43,268
Statutory Liabilities	2,89,09,059	1,37,97,407
Staff Liabilities	93,83,832	87,48,207
Sundry Deposits	43,14,322	54,61,341
Overdrawn balance in current account with bank	7,19,669	3,52,190
Liabilities for claims	7,06,49,859	7,15,97,925
Other Payables*	<u>70,46,144</u>	<u>1,99,88,093</u>
	12,12,76,985	12,03,88,431
TOTAL	<u>17,52,20,406</u>	<u>17,37,68,313</u>

* Includes Agency payables, etc.

	As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
10 SHORT TERM PROVISIONS		
Provisions for Leave Encashment	1,46,61,797	1,25,08,327
Proposed Dividend	1,82,23,934	1,50,79,412
Tax on Dividend	29,56,378	24,46,258
Provision for Wealth Tax	3,50,000	1,50,000
Provision for Income Tax	5,42,17,973	7,17,43,000
TOTAL	<u>9,04,10,082</u>	<u>10,19,26,997</u>



Notes on Financial Statements for the Year Ended 31st March, 2012

Description	Gross Block			Depreciation / Amortisation			Net Block		
	As at 01.04.2011	Additions / Adjustments	Deductions / Adjustments	As at 31.03.2012	As at 01.04.2011	For the Year	Deductions / Adjustments	As at 31.03.2012	As at 31.03.2011
Tangible Assets :									
Own Assets :									
Freehold Land	16,06,88,040	-	3,57,500	16,03,30,540	-	-	-	16,03,30,540	16,06,88,040
Leasehold Land	92,050	-	-	92,050	25,191	956	-	65,903	66,859
Buildings	12,89,01,350	-	-	12,89,01,350	1,95,15,572	21,01,060	-	10,72,84,718	10,93,85,778
Furniture and Fixtures	7,07,53,659	2,65,33,751	-	9,72,87,410	3,12,62,928	45,56,523	-	6,14,67,959	3,94,90,731
Computer	13,31,11,366	1,16,23,983	7,74,220	14,39,61,129	9,92,92,657	1,14,72,421	7,74,209	3,39,70,260	3,38,18,709
Office Equipment	3,95,96,962	29,13,185	1,05,868	4,24,04,279	2,06,07,959	17,62,744	60,307	2,00,33,883	1,89,89,003
Plant and Machinery	71,64,562	7,12,106	-	78,76,668	48,20,641	3,02,141	-	27,53,886	23,43,921
Truck	2,48,70,896	-	1,71,01,492	77,69,404	1,97,14,625	24,75,753	1,51,87,711	7,66,737	51,56,271
Vehicles	1,07,34,770	-	26,86,081	80,48,689	65,03,992	7,72,131	10,71,623	18,44,189	42,30,778
Sub - Total	57,59,13,655	4,17,83,025	2,10,25,161	59,66,71,519	20,17,43,565	2,34,43,729	1,70,93,850	38,85,78,075	37,41,70,090
Leased Assets :									
Truck	8,49,12,195	2,30,14,678	-	10,79,26,873	2,52,86,065	1,49,20,534	-	6,77,20,274	5,96,26,130
Vehicles	2,54,99,588	47,96,213	-	3,02,95,801	54,98,640	24,89,897	-	2,23,07,264	2,00,00,948
Sub - Total	11,04,11,783	2,78,10,891	-	13,82,22,674	3,07,84,705	1,74,10,431	-	9,00,27,538	7,96,27,078
Total (A)	68,63,25,438	6,95,93,916	2,10,25,161	73,48,94,193	23,25,28,270	4,08,54,160	1,70,93,850	47,86,05,613	45,37,97,168
Intangible Assets :									
Licence Software	1,77,63,166	26,82,437	-	2,04,45,603	1,47,43,938	18,72,649	-	38,29,016	30,19,228
Total (B)	1,77,63,166	26,82,437	-	2,04,45,603	1,47,43,938	18,72,649	-	38,29,016	30,19,228
Total (A + B)	70,40,88,604	7,22,76,353	2,10,25,161	75,53,39,796	24,72,72,208	4,27,26,809	1,70,93,850	48,24,34,629	45,68,16,396
Previous Year	65,33,49,143	6,63,16,554	1,55,77,093	70,40,88,604	21,78,02,731	3,88,75,774	94,06,297	45,68,16,396	-
Capital Work-in-Progress	-	-	-	-	-	-	-	28,41,588	24,16,588

Notes on Financial Statements for the Year Ended 31st March, 2012

11.1 Building includes Rs. 250/- in respect of shares held in the Society

11.2 In respect of fixed assets acquired on finance lease on or after 1st April, 2001, the minimum lease rental outstanding as on 31st Mar, 2012 are as follows

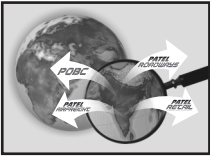
(Amt. in Rs.)

Particulars	Total minimum lease payments outstanding As at 31st March		Future interest on outstanding lease payments		Present value of minimum lease payments As at 31st March	
	2012	2011	2012	2011	2012	2011
Within one year	2,76,31,076	2,78,08,062	44,88,482	47,49,996	2,31,42,594	2,30,58,066
Later than one year and not later than five years	3,97,58,818	3,94,62,056	39,16,512	39,96,124	3,58,42,306	3,54,65,932
Total	6,73,89,894	6,72,70,118	84,04,994	87,46,120	5,89,84,900	5,85,23,998

11.3 Buildings worth Rs.58,77,423/- included in Gross Block are revalued on the basis of the replacement value as at 30.06.1987 and the office premises worth Rs.2,48,44,368/- included in Gross Block are revalued on the basis of the replacement value as at 31.03.1993. They are stated at revalued figures less accumulated depreciation.

11.4 Computer software - Refer note No. 1 (b)(v)

		As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
12	NON - CURRENT INVESTMENTS		
	(Long Term Investments)		
	Investments in Equity Shares		
	Trade Quoted		
1000	Blue Dart Express Ltd. of Rs.10/- each	66,000	66,000
(1000)	fully paid up		
20	Gati Ltd. of Rs.2/- each fully paid up	1,013	1,013
(20)			
		<u>67,013</u>	<u>67,013</u>

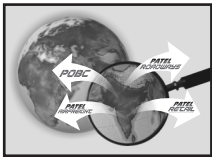


Notes on Financial Statements for the Year Ended 31st March, 2012

	As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
Non Trade Quoted		
250 (250) Pfizer Ltd. of Rs. 10/- each fully paid up	2,26,721	2,26,721
3003 (3003) United Breweries (Holding) Ltd. of Rs. 10 /- each fully paid up	7,91,377	7,91,377
25500 (25500) Hindustan Petroleum Corporation Ltd. of Rs.10/- each fully paid up	1,27,34,683	1,27,34,683
2100 (2100) Kotak Mahindra Bank Ltd. of Rs.5/- each fully paid up	10,46,482	10,46,482
100 (100) All Cargo Logistics Ltd. of Rs.2/- each fully paid up	16,993	16,993
20 (20) Transport Corporation of India Ltd. of Rs.2/- each fully paid up	1,495	1,495
12250 (19750) Reliance Industries Ltd. of Rs.10/- each fully paid up	1,00,63,490	1,83,76,776
700 (700) Ganesh Benzo Plast Ltd of Rs.10/- each fully paid up	17,850	17,850
50 (50) Ganesh Anhydride Ltd. of Rs.10/- each fully paid up	500	500
16200 (16200) UTI Mastershares of Rs.10/- each fully paid up	1,96,166	1,96,166
4500 (4500) Tata Steel Ltd. of Rs.10/- each fully paid up	32,80,799	32,80,799
2500 (2500) Power Grid Corporation Of India Ltd. of Rs.10/- each fully paid up	3,84,775	3,84,775
165000 (165000) Wallstreet Finance Ltd. of Rs.10/- each fully paid up	34,10,000	34,10,000
	<u>3,21,71,331</u>	<u>4,04,84,617</u>
Non Trade Unquoted		
5000 (5000) Shamrao Vithal Co-op Bank Ltd. of Rs. 25/- each fully paid up	1,25,000	1,25,000
50 (50) NKGSB Co-op Bank Ltd of Rs.10/- each fully paid up	500	500
910 (910) Shri Ambuja Petrochemicals Ltd of Rs.10/- each fully paid up	9,100	9,100
5 (5) The Memon Co-Op. Bank Ltd of Rs.10/- each fully paid up	50	50
5 (5) The Natasha Co-Op. Housing Society Ltd. of Rs. 50/- each fully paid up	250	250
	<u>1,34,900</u>	<u>1,34,900</u>
Investments in Preference Shares - Unquoted		
250 (250) Cumulative Redeemable Preference Share of Shri Rayalseema Alkalies and Allies Chemicals of Rs. 10/- each fully paid up	2,500	2,500
	<u>2,500</u>	<u>2,500</u>

Notes on Financial Statements for the Year Ended 31st March, 2012

		As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
Investments in Debentures - Unquoted			
40	Non Convertible Debenture of Ganesh Benzo	3,000	3,000
(40)	Plast Ltd of Rs.75/- each fully paid up		
		<u>3,000</u>	<u>3,000</u>
TOTAL		<u>3,23,78,744</u>	<u>4,06,92,030</u>
Note			
Aggregate book value of quoted investments		3,22,38,344	4,05,51,630
Aggregate market value of quoted investments		2,59,37,033	4,13,14,672
Aggregate book value of unquoted investments		1,40,400	1,40,400
		As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
13	LONG - TERM LOANS AND ADVANCES		
	(Unsecured Considered Good)		
	Property Deposit	4,84,06,490	4,60,51,627
	Earnest Money Deposit	6,40,110	6,28,179
	Other Deposits	1,14,61,493	1,04,98,665
	Other Loans and Advances (Including Inter Corporate Deposits)	3,09,94,750	3,18,28,244
TOTAL		<u>9,15,02,843</u>	<u>8,90,06,715</u>
		As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
14	TRADE RECEIVABLE		
Secured Considered Good			
	Over Six months	1,68,71,505	1,33,48,040
	Others	24,16,54,916	21,46,49,210
Unsecured Considered Good			
	Over Six months	1,44,36,769	1,56,37,293
	Others	56,38,98,445	50,99,87,739
TOTAL		<u>83,68,61,635</u>	<u>75,36,22,282</u>



Notes on Financial Statements for the Year Ended 31st March, 2012

	As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
15 CASH AND CASH EQUIVALENTS		
Balance with Banks		
In Current Accounts	8,26,31,576	8,54,99,825
In Dividend Account for Unclaimed Dividend	36,60,093	22,33,561
In Fixed Deposits	1,01,84,303	47,80,127
In Fixed Deposits (as margin money against bank guarantees/LC's)	2,41,79,729	3,45,85,570
In Fixed Deposits (as earmarked against public deposits)	34,18,772	32,20,908
Cash on Hand	1,55,70,803	1,83,05,904
Cheque in transit	1,97,61,575	2,66,00,231
TOTAL	<u>15,94,06,851</u>	<u>17,52,26,126</u>

* Fixed deposits with bank includes deposits of Rs. 2,40,66,985/- (Previous Year Rs. 1,60,60,824/-) with maturity of more than 12 months

	As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
16 SHORT - TERM LOANS AND ADVANCES		
(Unsecured and Considered Good)		
Prepaid Expenses	24,46,911	13,88,756
Staff Advances	67,29,383	44,84,219
Cenvat Credit Receivable (Net)	1,38,00,258	1,23,00,689
Loans and Advances to Related Parties	15,89,024	90,85,024
Inter Corporate Deposit (Including interest thereon Rs. 12,58,264/- [Previous Year Rs. 8,31,870/-])	1,12,58,264	98,31,870
Advance Income Tax	14,47,65,503	22,62,64,615
Others*	2,46,13,228	3,22,92,021
TOTAL	<u>20,52,02,571</u>	<u>29,56,47,194</u>

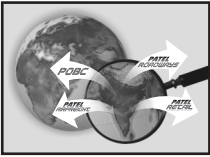
* includes interest receivable, claim receivable, agent receivable and octroi advance.

16.1 Loans and Advances to Related Parties :

Name of the Company	Relationship	As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
Natasha Constructions Pvt. Ltd.	Associate	-	29,61,875
Wall Street Securities & Investment (India) Ltd.	Associate	80,208	1,28,175
One Capital Ltd.	Associate	15,08,816	10,36,986
Transways Combines Pvt. Ltd.	Associate	-	49,14,854
Patel Real Estate Developers Pvt. Ltd.	Associate	-	43,134
Total		15,89,024	90,85,024

Notes on Financial Statements for the Year Ended 31st March, 2012

	As At 31.03.2012 Rupees	As At 31.03.2011 Rupees
17 OTHER CURRENT ASSETS		
Interest accrued on bank deposits	32,87,286	68,64,961
TOTAL	<u><u>32,87,286</u></u>	<u><u>68,64,961</u></u>
	For the Year 2011-12 Rupees	For the Year 2010-11 Rupees
18 REVENUE FROM OPERATIONS		
Sale of Services		
Freight	167,34,40,602	146,11,17,394
Co Loading and Cargo Income	285,10,36,714	282,31,03,088
TOTAL	<u><u>452,44,77,316</u></u>	<u><u>428,42,20,482</u></u>
	For the Year 2011-12 Rupees	For the Year 2010-11 Rupees
19 OTHER INCOME		
Interest Income	90,84,358	1,12,47,840
Dividend Income	6,65,330	5,59,511
Gain on Sale of Investments	-	7,14,228
Other Non Operating Income	40,77,763	1,19,27,466
TOTAL	<u><u>1,38,27,451</u></u>	<u><u>2,44,49,045</u></u>
	For the Year 2011-12 Rupees	For the Year 2010-11 Rupees
20 OPERATING COST		
Truck hire charges	104,14,84,898	93,09,13,761
Truck operational expenses	10,27,43,721	7,56,14,711
Truck repairs and maintainance expenses	1,47,56,829	1,16,81,618
Diesel, oil and grease	7,74,89,814	6,49,24,547
Taxes and permits	20,50,222	16,94,386
Discounts to customers	13,63,02,958	18,45,18,265
Excess baggage tariff	10,18,81,899	17,84,93,272
Sundry airport expenses	1,87,69,104	1,83,57,855
Line haul transportation expenses	7,03,16,170	6,96,08,639
Cargo freight charges	201,66,52,285	181,32,99,444
Handling charges	17,15,61,844	18,60,52,630
Packing materials expenses	1,28,75,246	2,35,14,888
Miscellaneous operating expenses	7,30,70,029	7,69,20,563
Insurance	12,87,801	12,19,007
Agency commission	6,26,87,080	7,55,99,810
Claims for loss of goods (net of recoveries)	54,74,410	36,64,768
TOTAL	<u><u>390,94,04,310</u></u>	<u><u>371,60,78,164</u></u>



Notes on Financial Statements for the Year Ended 31st March, 2012

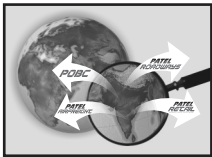
	For the Year 2011-12 Rupees	For the Year 2010-11 Rupees
21 EMPLOYEE BENEFITS EXPENSE		
Salaries and Wages	20,58,89,977	18,07,07,516
Contribution to Provident and Other Funds	2,28,21,665	1,99,10,226
Staff Welfare Expenses	1,60,09,929	1,47,76,651
TOTAL	<u>24,47,21,571</u>	<u>21,53,94,393</u>

21.1 Defined obligations - Disclosures as per Accounting Standard 15 (Revised) are as under,

	2011-12 Rupees	2010-11 Rupees
Gratuity		
(A) Reconciliation of changes in present value of obligations		
At the beginning of the year	4,75,06,523	4,09,87,895
Current service cost	41,91,801	36,89,195
Interest Cost	38,00,522	32,79,032
Actuarial (Gain) / Loss	(28,13,142)	39,28,693
Benefits paid	(27,59,837)	(43,78,292)
At the closing of the year	4,99,25,867	4,75,06,523
(B) Reconciliation of changes in fair value of plan assets		
At the beginning of the year	2,87,44,113	2,65,30,419
Expected return on plan assets	25,72,765	23,67,522
Contributions	42,10,817	42,24,464
Benefits paid	(27,59,837)	(43,78,292)
Actuarial (Gain) / Loss	-	-
At the closing of the year	3,27,67,858	2,87,44,113
(C) Reconciliation of fair value of plan assets		
At the beginning of the year	2,87,44,113	2,65,30,419
Actual return on plan assets	25,72,765	23,67,522
Contributions	42,10,817	42,24,464
Benefits paid	(27,59,837)	(43,78,292)
At the closing of the year	3,27,67,858	2,87,44,113
Funded Status	(1,71,58,009)	(1,87,62,410)
Excess of actual over estimated return on plan assets (Actual rate of return = Estimated rate of return as ARD falls on 31st March)	-	-
(D) Actuarial Gain / Loss recognized		
Actuarial (gain) / loss on obligations	28,13,142	(39,28,693)
Actuarial (gain) / loss for the year - Plan Assets	-	-
Actuarial (gain) / loss on obligations	(28,13,142)	39,28,693
Actuarial (gain) / loss recognized in the year	(28,13,142)	39,28,693
(E) The amount to be recognized in the Balance Sheet and Statement of Profit and Loss		
Present value of obligations as at the end of year	4,99,25,867	4,75,06,523
Fair value of plan assets as at the end of year	3,27,67,858	2,87,44,113
Funded Status	(1,71,58,009)	(1,87,62,410)
Net assets / (liability) recognized in Balance Sheet	1,71,58,009	1,87,62,410

Notes on Financial Statements for the Year Ended 31st March, 2012

	2011-12 Rupees	2010-11 Rupees
(F) Expenses recognised in statement of Profit and Loss		
Current Service Cost	41,91,801	36,89,195
Interest Cost	38,00,522	32,79,032
Expected return on plan assets	(25,72,765)	(23,67,522)
Net Actuarial (gain) / loss recognised in the year	(28,13,142)	39,28,693
Expenses recognised in Statement of Profit and Loss	26,06,416	85,29,398
	For the Year 2011-12 Rupees	For the Year 2010-11 Rupees
22 FINANCE COSTS		
Interest expense	6,87,35,718	6,68,95,165
Other borrowing costs	54,44,880	71,54,174
TOTAL	<u>7,41,80,598</u>	<u>7,40,49,339</u>
	For the Year 2011-12 Rupees	For the Year 2010-11 Rupees
23 OTHER EXPENSES		
Electricity charges	86,80,295	91,04,924
Rent	4,36,67,618	5,19,63,028
Repair to buildings	9,71,707	25,40,493
Insurance	20,27,698	11,80,584
Printing and stationery	1,57,50,782	2,58,19,988
Postage and telegram, internet charges	68,31,949	42,63,876
Conveyance and travelling	2,05,36,056	1,83,22,738
Telephone and telex	1,38,51,173	1,41,78,571
Rate and taxes	20,51,308	24,37,443
Legal and professional fees	1,46,38,424	1,15,83,678
Auditors' remuneration	11,50,000	11,50,000
Advertisement, publicity and business promotion	1,97,28,375	1,00,09,534
Directors' sitting fees	4,70,000	3,40,000
Miscellaneous expenses	6,37,02,327	5,89,08,613
Loss on sale of assets (Net)	7,41,881	24,54,495
Loss on Sale of Investments	26,41,102	-
TOTAL	<u>21,74,40,695</u>	<u>21,42,57,965</u>
	2011-12	2010-11
24 EARNINGS PER SHARE (EPS)		
A) Calculation of Weighted Average Number of Equity Share of Rs. 10 each		
i) Number of shares at the beginning of the year	1,50,79,412	1,50,79,412
ii) Total number of Shares outstanding at the end of the year.	1,51,86,612	1,50,79,412
iii) Weighted Average Number of Equity Shares outstanding during the year	1,51,23,346	1,50,79,412
B) Net Profit After Tax.	2,68,26,935	3,18,79,806
C) Basic and Diluted Earning per share (in Rupees).	1.77	2.11
D) Nominal Value of Shares	10.00	10.00



Notes on Financial Statements for the Year Ended 31st March, 2012

25. Reissue of Forfeited Equity Shares:

During the year the Company has received funds by way of reissue of forfeited equity shares aggregating to Rs. 28,94,400/- and has been kept as fixed deposits with bank as on the date of the balance sheet.

26. Payment to Auditors :

Particulars	For the Year 2011-12 Rupees	For the Year 2010-11 Rupees
Audit Fees	8,82,400*	8,82,400*
Tax Audit Fees	1,65,450*	1,65,450*
Certification Fees including Limited Review	1,93,025*	1,93,025*
Out of Pocket Expenses	27,575*	27,575*
Total	12,68,450	12,68,450

* includes service tax and education cess of Rs.1,18,450/- (Previous Year Rs.1,18,450/-).

27. Earnings and Expenditure in Foreign Currency

Particulars	For the Year 2011-12 Rupees	For the Year 2010-11 Rupees
Earnings in Foreign Currency :		
Air Freight Billing and Other expenses (Net)	6,86,850	4,02,985
Total	6,86,850	4,02,985
Expenditure in Foreign Currency :		
Membership and Subscription Fees	14,783	-
Freight Charges	-	1,17,372
Travelling	11,98,331	10,45,410
Total	12,13,114	11,62,782

28. Contingent Liabilities

- Estimated amount of contracts remaining to be executed on capital account and not provided for as on 31st March, 2012 Rs. 16,52,420/- (Previous Year Rs. 20,77,420/-).
- Counter guarantees given to banks and to Mr. Areef A. Patel, Executive Vice Chairman for guarantees provided by them against credit facilities Rs. 54,62,88,045/- (Previous Year Rs. 52,93,74,970/-).
- Claims against the Company not acknowledged as debts Rs.55,54,000/- (Previous Year Rs. 49,62,000/-).

29. Sundry Debtors against whom the Company has filed the legal suits for recovery are being reviewed by the legal department on year-to-year basis. The Company is hopeful of recovery of these amounts. Accordingly no provision has been made for any loss, which may occur on this account.

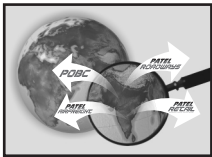
Notes on Financial Statements for the Year Ended 31st March, 2012

30. Classification of debtors as secured and debtors / loans and advances as unsecured considered good are as evaluated and certified by the management, which has been relied upon by the auditors.
31. Balances of sundry debtors, sundry creditors and certain loans and advances are subject to confirmation / reconciliation and adjustments, if any in respect thereof.
32. Other Loans and Advances under Long Term Loans & Advances includes Inter Corporate Deposits aggregating to Rs. 2,94,27,000/- (Previous Year Rs. 3,02,86,244/-) due from certain companies. Having regards to the long-term association with these companies, the management is of the view that no provision is considered necessary on these accounts.
33. Miscellaneous operating expenses and sundry expenses include fines and penalties of Rs NIL (Previous Year Rs. 2,800/-).

34. Segment Reporting -

(Amt. in Rs.)

Segment	Surface Transportation	Co-Loading of Courier	Consolidation of Cargo	Total
Segment Revenue				
External Sales	167,34,40,602 (146,11,17,394)	32,19,66,049 (38,72,82,764)	252,90,70,665 (243,58,20,324)	452,44,77,316 (428,42,20,482)
Inter - Segment Sales				
Total Revenue	167,34,40,602 (146,11,17,394)	32,19,66,049 (38,72,82,764)	252,90,70,665 (243,58,20,324)	452,44,77,316 (428,42,20,482)
Segment Result	11,78,34,341 (9,72,09,736)	2,29,54,214 (2,43,94,986)	14,97,51,137 (18,13,14,051)	29,05,39,692 (30,29,18,773)
Unallocated corporate expenses				18,03,55,761 (20,33,04,587)
Operating Profits				11,01,83,931 (9,96,14,186)
Interest expenses				7,41,80,598 (7,40,49,339)
Interest / dividend income				97,49,688 (1,18,07,351)
Other Income				40,77,763 (1,26,41,694)
Net Profit				4,98,30,784 (5,00,13,892)
Other Information				
Segment assets	78,58,19,001 (77,42,97,517)	8,97,36,204 (10,38,62,265)	74,45,25,795 (67,30,94,047)	162,00,81,000 (155,12,53,829)
Unallocated corporate assets				19,38,35,147 (26,90,38,463)
Total Assets	78,58,19,001 (77,42,97,517)	8,97,36,204 (10,38,62,265)	74,45,25,795 (67,30,94,047)	181,39,16,147 (182,02,92,292)
Segment Liabilities	42,39,20,709 (41,26,75,773)	1,96,55,641 (1,03,26,607)	34,20,35,866 (37,05,26,135)	78,56,12,216 (79,35,28,515)
Unallocated corporate liabilities				102,83,03,931 (102,67,63,777)
Total Liabilities	42,39,20,709 (41,26,75,773)	1,96,55,641 (1,03,26,607)	34,20,35,866 (37,05,26,135)	181,39,16,147 (182,02,92,292)
Capital Expenditure	4,94,63,029 (4,78,67,448)	31,999 (92,450)	2,11,24,117 (1,28,40,082)	7,06,19,145 (6,07,99,980)
Unallocated corporate capital expenditure				16,57,208 (55,16,574)
Total Capital expenditure	4,94,63,029 (4,78,67,448)	31,999 (92,450)	2,11,24,117 (1,28,40,082)	7,22,76,353 (6,63,16,554)
Depreciation and amortization	2,40,91,566 (1,93,17,364)	9,08,539 (9,95,343)	1,39,05,380 (1,43,83,739)	3,89,05,485 (3,46,96,446)
Unallocated depreciation and amortisation				38,21,324 (41,79,328)
Total depreciation and amortisation	2,40,91,566 (1,93,17,364)	9,08,539 (9,95,343)	1,39,05,380 (1,43,83,739)	4,27,26,809 (3,88,75,774)



Notes on Financial Statements for the Year Ended 31st March, 2012

35. Disclosure as per Accounting Standard - 29 - Provisions, Contingent Liabilities and Contingent Assets issued by the Institute of Chartered Accountants of India :

Particulars	(Amt in Rs.)
	Claims for Damages (legal or otherwise)
Opening Balance	7,15,97,925
Additions	54,60,410
Utilizations and Reversals	64,08,476
Closing Balance	7,06,49,859

Provisions for claims for damage obligations (legal or otherwise) including provision for claims for damages, leakages, shortage and non-delivery of consignments are on account of routine matters where the Company anticipates probable outflow. The claims in respect of which legal suits are filed against the company are fully provided on the basis of legal suit amounts. For the other claims the amount of provision is based on the estimate made by the Company considering the facts and circumstances of each case. The timing and the amount of cash outflows that will arise from these matters will be determined only on settlement of actual cases and claims with the respective parties.

36. Related party disclosures : -

Related Parties have been classified as per Accounting Standards of Institute of Chartered Accountants of India as under :

- A) Individuals owning directly or indirectly an interest in the voting power of the reporting enterprise that gives them significant influence over the enterprise, and relative of such individual (Clause 3(c) of AS 18).
Mr. Asgar S. Patel and his relatives within the meaning of section 6 read with Schedule IA of the Companies Act, 1956.
- B) Key Management Personnel and relatives of such personnel (Clause 3(d) of AS18)
Mr. Areef Patel and his relatives within the meaning of section 6 read with Schedule IA of the Companies Act, 1956.
- C) Enterprises over which any person described in (A) or (B) is able to exercise significant influence (Clause 3(e) of AS 18)
 - a) Wall Street Securities & Investment (India) Ltd.
 - b) Transways Combines Pvt. Ltd.
 - c) Patel Real Estate Developers Pvt. Ltd.
 - d) One Capitall Ltd.
 - e) Patel Holdings Ltd.
 - f) Wall Street Derivatives and Financial Services (India) Pvt. Ltd.
 - g) Natasha Constructions Pvt. Ltd.
 - h) Natasha Homes Pvt. Ltd.
 - i) Natasha Construction Projects Pvt. Ltd.
 - j) A. S. Patel Trust
 - k) Goldman (Patel Family) beneficiaries Trust.

Notes on Financial Statements for the Year Ended 31st March, 2012

Sr. No.	Particulars	A		B		C	
		11-12	10-11	11-12	10-11	11-12	10-11
Transactions during the year							
1.	Rent Paid	72,000	72,000	-	-	94,310	4,96,485
2.	Remuneration Paid	-	-	41,99,194	43,01,200	-	-
3.	Reimbursement of Expenses (Paid)	10,280	20,560	-	-	8,32,335	10,39,527
4.	Reimbursement of Expenses (Received)	-	-	-	-	82,32,058	34,98,528
5.	Inter Corporate Deposit Repaid	-	-	-	-	25,00,000	4,25,00,000
6.	Inter Corporate Deposit Given Received Back	-	-	-	-	20,12,203	-
7.	Inter Corporate Deposits Taken	-	-	-	-	25,00,000	3,80,00,000
8.	Interest on ICD paid	-	-	-	-	8,57,342	32,81,111
Balance as at							
9.	Loans and Advances	-	-	-	-	15,89,024	90,85,024
10.	Inter Corporate Deposits Taken	-	-	-	-	61,00,000	61,00,000

NOTES :

- i. Mr. Areef Patel, Executive Vice Chairman has given his personal guarantee in favour of Banks against overdrafts and cash credit facilities to the extent of Rs.49,85,00,000/- sanctioned to the Company, for which no monetary benefit has accrued to him.
 - ii. There are no provisions for doubtful debts or amounts written off or written back during the year for debts due from or to related parties.
37. In the opinion of the Board, current assets, loans and advances have a value of at least equal to the amounts shown in the Balance Sheet, if realised in the ordinary course of business. The provision for all known liabilities is adequate and not in excess of amount considered reasonably necessary. There are no contingent liabilities other than those stated in Note No. 28.
38. Previous year's figures are regrouped/restated wherever required.

As per our report of even date
For **M S P & Co.**
Chartered Accountants

M. S. Parikh
Partner
Membership No. 08684
Mumbai,
Dated : 30th August, 2012

For and on behalf of the Board,

A. A. PATEL
Executive Vice Chairman

P. S. G. NAIR
Director

M. L. UKIDAVE
Chief Financial Officer

N. B. AKOLKAR
Company Secretary

August 30th, 2012

Dear Shareholder(s)

Sub.: NECS Mandate / Bank account details to be submitted by shareholders.

Securities and Exchange Board of India (SEBI) has directed the Companies to remit the dividend to their shareholders by way of National Electronic Clearing Service (NECS). If a shareholder does not opt for the NECS then the Company is required to print the bank account details of the shareholder on the dividend warrant.

We have the NECS facility for our shareholders and the coverage of the facility depends upon the response of shareholders.

The dividend of shareholders who have decided to opt for the NECS facility, will be directly credited to their bank account of which details are submitted by them. An intimation will be separately sent to shareholders giving the details of the credit of dividend, after the same is credited to their bank accounts.

If you decide to avail of the NECS facility, you are requested to fill up the enclosed 'NECS Mandate form' and send the same on or before 26th September 2012 to your Depository Participant (DP) in case you hold the shares of the Company in the dematerialized form AND to the Share Transfer Agents of the Company if you hold the shares of the Company in the physical form.

Even if you decide not to avail of the NECS facility to be extended by the Company, you are still requested to fill up the enclosed 'Bank Account Details Mandate form' and send the same on or before 26th September 2012, to the Share Transfer Agents of the Company, so that your bank account details can be printed on your dividend warrant to avoid fraudulent encashment.

Thanking you,

Yours' faithfully,

For PATEL INTEGRATED LOGISTICS LIMITED

(Nitin B. Akolkar)

Company Secretary



PATEL
INTEGRATED LOGISTICS LTD

NECS MANDATE FORM

To,
Computronics Financial Services (I) Ltd.
Unit: Patel Integrated Logistics Ltd.
No. 1, Mittal Chambers,
Nariman Point,
Mumbai - 400 021.

Dear Sirs,

Re.: Payment of Dividend through NECS (NECS Mandate Form)

I/We hereby give my/our mandate to credit my/our Dividend on the shares held by me/us under the below mentioned folio, directly to my/our bank account through the Electronic Clearing Service (ECS).

The details of my/our bank account for direct credit under ECS are given below:

1.	Name of the first / Sole shareholder (IN BLOCK LETTERS)	
2.	Folio No. (Use separate form for each folio)	
3.	Name of the Bank (full)	
4.	Bank Branch identification	
5.	Address and telephone no. of the Bank / Branch	
6.	9 digit code no. of the Bank and Branch as appearing on the MICR Cheque issued by the Bank	
7.	Tick the type of Account of which code is given above	a) Savings b) Current c) Cash Credit
8.	Bank account no. as appearing on the cheque book	
9.	Bank ledger no. / bank ledger folio no., if any, as appearing on the cheque book	

I/We enclose a blank cancelled cheque / xerox copy of cheque to enable you to verify the details of the bank account.

I/We hereby declare that the particulars given hereinabove are correct and complete. If any transaction is delayed or is not effected at all because of incomplete or incorrect information, I/We will not hold the Company/the user institution/bank responsible for the same. I/We undertake to inform any subsequent changes in the above particulars before the relevant book closure date(s). I/We understand and agree that, the above details shall be maintained by you till I/We hold the shares in physical mode under the captioned folio(s). I/We hereby agree to avail the NECS facility provided by RBI and implemented by the Company.

Place :
Date :

(Signature of the Sole/First Shareholder)

BANK ACCOUNT DETAILS MANDATE FORM
(for shareholders who do not want to avail of the NECS facility)

To,
Computronics Financial Services (I) Ltd.
Unit : Patel Integrated Logistics Ltd.
No. 1, Mittal Chambers,
Nariman Point,
Mumbai - 400 021.

Dear Sirs,

Re.: Bank account details for printing of details on the dividend warrants

I/We hereby give details of my/our bank account of which may be printed on my/our dividend warrant / other payment instrument for dividend, as we wish our dividend to be deposited in the said account.

1.	Name of the first / Sole shareholder (IN BLOCK LETTERS)	
2.	Folio No. (Use separate form for each folio)	
3.	Name of the Bank (full)	
4.	Bank Branch identification	
5.	Address and telephone no. of the Bank / Branch	
6.	Tick the type of Account of which code is given above	a) Savings b) Current c) Cash Credit
7.	Bank account no. as appearing on the cheque book	

I/We hereby declare that the particulars given hereinabove are correct and complete. If any transaction is delayed or is not effected at all because of incomplete or incorrect information, I/We will not hold the Company or the bank responsible for the same. I/We undertake to inform any subsequent changes in the above particulars before the relevant book closure date(s).

Place :
Date :

(Signature of the Sole/First Shareholder)



ATTENDANCE SLIP

Registered Office : "Patel House", 5th Floor, Plot No.48, Gazdarbandh,
North Avenue Road, Santacruz (W), Mumbai - 400 054.

L. F.No./ DP& Client ID No	
No. of Shares held	-

I/We hereby record my/our presence at the 50th Annual General Meeting of the Company held at the Sheila Raheja Hall, Rotary Service Centre, Juhu-Tara Road, Santacruz (W), Mumbai - 400 049 on Friday, September 28, 2012 at 11.00 a.m.

Name of the Shareholder (In Block Letters)	
Signature of the Shareholder	
Name of the Proxy (In Block Letters)	
Signature of the Proxy	

NOTES :

1. You are requested to sign and hand over this slip at the entrance of the meeting venue.
2. If you intend to appoint proxy to attend the Meeting instead of yourself, the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding Meeting.
3. Members are requested to bring their copy of the Annual Report with them to the Meeting as additional copies of the same will not be made available at the Meeting.

----- TEAR HERE -----



L. F.No./ DP& Client ID No	
No. of Shares held	-

FORM OF PROXY

Registered Office : "Patel House" 5th Floor, Plot No.48, Gazdarbandh,
North Avenue Road, Santacruz (W), Mumbai - 400 054.

I/We _____ of _____
 _____ in the district of _____
 _____ being a member/members of the above named 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 50th Annual General Meeting of the Company to be held on 'Friday, September 28, 2012 at 11.00 a.m. at the Sheila Raheja Hall, Rotary Service Centre, Juhu-Tara Road, Santacruz (W), Mumbai - 400 049 and at any adjournment or adjournments thereof.

Signed this _____ day of _____ 2012.

Please
affix 1 rupee
Revenue
Stamp

Signature

Note : This form in order to be effective, shall be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.

CELEBRATING

50 YEARS

LEADERSHIP



When you'd rather deal with one transporter for your deliveries

Patel Integrated Logistics Limited (PILL) is a leading Solutions Provider in the Logistics and Transportation Industry with international presence.

Patel Roadways and Patel On-Board Couriers (POBC) are the two versatile divisions of PILL.

Patel Roadways is the surface transport major with a network of over 500 stations across the country, over 500,000 sq. ft. prime warehousing facility and state-of-the-art infrastructure. POBC is the pioneer and the largest wholesale consolidator of domestic and international consignments in India.

All these verticals are time sensitive and customers depend on us as we always honor our commitment of delivering on time ... every time.

**PATEL
ROADWAYS**

POBC

**PATEL
RETAIL**
EXPRESS CARGO. EXPECT MORE.





PATEL ROADWAYS

- ◆ Leaders in surface transport
- ◆ Door-to-door express cargo service
- ◆ More than 500 stations in India
- ◆ Delivery at more than 1000 stations across India
- ◆ Over 1000 trucks plying all over India everyday
- ◆ More than 300 owned vehicles
- ◆ Express cargo service at more than 250 stations
- ◆ Automated handling of cargo
- ◆ Advanced Vehicle Tracking System (VTS)
- ◆ Wide infrastructure nation-wide



POBC

- ◆ Undisputed leaders in domestic co-loading
- ◆ Operates 500 flights per day
- ◆ Moves 1,00,000 kgs. of couriers everyday
- ◆ 105 branches in major Indian cities
- ◆ 75% market share of international courier consolidation
- ◆ IATA certified cargo agency
- ◆ International Freight Forwarding
- ◆ Customized warehousing facility

To,



THE SYMBOL OF TRUST

If undelivered, please return to :
COMPUTRONICS FINANCIAL SERVICES (INDIA) LTD.
Unit : Patel Integrated Logistics Ltd.
No. 1, Mittal Chambers,
Nariman Point,
Mumbai 400 021.