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**ANNUAL REPORT
2013-2014**

CHAIRMAN SHRI ANAND KUMAR AGARWAL

DIRECTORS SHRI KRISHAN ARYA
DR. DEBASIS SENGUPTA
PROF. ASHOKE KUMAR DUTTA
DR. ASHOK KUMAR AGARWAL
SHRI VIJAY KUMAR JAIN
DR. PADAM CHAND AGARWAL
SHRI ASHOK KUMAR SURANA
SHRI RAJYA VARDHAN KAJARIA

MANAGING DIRECTOR SHRI ASHISH AGARWAL

COMPANY SECRETARY SHRI A. K. THIRANI

AUDITORS M/S AGARWAL KEJRIWAL & CO.
Chartered Accountants

BANKERS STATE BANK OF INDIA
UNITED BANK OF INDIA
INDIAN OVERSEAS BANK

REGISTERED OFFICE KEDAR ROAD
GUWAHATI - 781 001
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DIRECTORS' REPORT

The Directors have pleasure in presenting the 41st Annual Report of the Company together with Audited Accounts for the year ended 31st March 2014 :

	(Rs. in Lacs)	
FINANCIAL RESULTS	As on 31.03.2014	Previous Year
Turnover	16,483	18,065
Profit before Taxation, Depreciation & Amortisation	872	1,727
Depreciation & Amortisation (Net of depreciation on revalued assets transferred from Capital Reserve)	913	954
Profit (Loss) before Taxation	(42)	773
Provision for Taxation	(83)	153
Profit after Taxation	41	620
Add: Balance of Profit & Loss Account brought forward	1,384	1,141
Add: Tax adjustment for earlier year	---	17
Profit available for appropriation	1,425	1,778
Appropriation :		
Proposed Dividend	54	81
Tax on proposed dividend	9	13
Transfer to General Reserve	---	300
Balance carried forward to Balance Sheet	1,362	1,384

SERVICES AND EARNINGS

Company's total earnings including other income for the year amounted to Rs.16,483 lacs as compared with the previous year total earnings of Rs. 18,065 lacs.

DIVIDEND

The Directors recommend for your approval payment of dividend @ Re. 1/- (Rupee One only) per Equity Share of Rs.10/- each for the year ending 31.03.2014. (Previous year Rs.1.50 per Equity Share). The total amount of dividend (including Dividend tax thereon) would amount to Rs. 63 lacs (Previous year Rs. 94 lacs).

OUTLOOK

During the year the market conditions were not favourable for Company's business. Due to uncertainties of raw material procurements and other bottlenecks, there was no business generation from infrastructure sector which has most of Company's customers. Besides, due to low demand for logistics services, there was fierce competition in the market making realisations for Company's services unremunerable. Therefore the Company could neither achieve any volume growth nor desired profitability. At the same time, the Company had to incur interest on financed assets and depreciation thereon.

The Company is making sustained marketing efforts for its services in infrastructure sector which is expected to see revival, over the next few years. The Company has also undertaken cost control and reduction to improve its profitability.

Accordingly, the performance of the Company in current year as well as coming years shall continue to be highly dependent upon revival of infrastructure sector, industrial project and procurement of orders.

HUMAN RESOURCES

The Company has a adequate pool of trained and competent human resources which is highly capable to meet the challenges of growing quality perspective and complex logistics requirement of the customers. In view of increased competition, the human resources of the company are able and proved to deliver specialised services of desired quality meet the competition and to satisfy customer requirements.

EMPLOYEES STOCK OPTION SCHEME, 2007

Member's approval was obtained at the Annual General Meeting held on July 31, 2007 for introducing of Employees Stock Option Scheme.

Employees Stock Option Scheme was approved and implemented by the Company and Options were granted to employees in accordance with the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (the SEBI Guidelines). The Compensation Committee, constituted in accordance with the SEBI Guidelines, administers and monitors the Scheme.

The applicable disclosure as at March 31, 2014 stipulated under the SEBI Guidelines are given as follows :

a)	Option Granted (Including Re-Issue)	1,45,880	
b)	The Pricing Formula	For all, option vesting on or before 1st November, 2008 exercise price was Rs.50/- and for all options vesting after 1st November, 2008 the exercise price shall be Rs.55/- for each share.	
c)	Options vested	1,36,820	
d)	Options exercised	14,870	
e)	The total number of shares arising as a result of exercise of Options	14,870	
f)	Options lapsed/not exercised	1,14,770	
g)	Variation of the terms of Options	None	
h)	Money realized by exercise of Options	Rs.7,90,100/-	
i)	Total number of Options in force	12,300	
j)	Employee wise details of Options granted to		
	1. Senior Management Personnel		
	Mr. Binoy Krishna Dhar	3300	Mr. R.P.Shah 3600
	Mr. Sunder Gopal Das	910	Mr. Sushil Kumar Pransukhka 2460
	Mr. Ishwar Chandra Sharma	1080	Mr. Ved Prakash 1180
	Mr. V.Chatrapathi	880	Mr. Mihir Mani Tripathi 1280
	Mr. C.K.Ojha	1300	Mr. Arun Kumar Thirani 1160
	Mr. J.S.Yadav	390	Mr. Surendra Pd. Tiwari 510
	Mr. Parameshwar Lal Tamrayat	430	Mr. Ramesh Kr. Bansal 1030
	Mr. M.V.K.S.R. Sharma	310	Mr. Ram Nawal Yadav 670
	Mr. Raveender Kr.Sharma	960	Mr. T. Chakraborty 1000
	Mr. Kamal Kr.Makharia	1190	Mr. Avdhesh Gautam 400
	Mr. Sanjay Agarwal	1020	
	2. Any other employee who received a grant in any one year of Options amounting to 5% or more of Options granted during that year.	Nil	

3. Identified employee who were granted Nil Options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

k) Diluted Earnings Per Share (EPS) before exceptional items pursuant to issue of shares on exercise of Options calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share'. (-) Rs.24.99

l) Where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed. The company has calculated the employee compensation cost using the intrinsic value of the stock option. The effect on the net income and earning per share, had the fair value method been adopted is described below :

Net Income	Rs. in lakhs
As reported	41
Add : Intrinsic value compensation cost	Nil
Less: Fair value compensation	4
Adjusted Net Income	<u>37</u>
Earning Per Share as reported	Rs. 0.77
As adjusted	Rs. 0.68

m) Weighted-average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exercise or is less than the market price of the stock. Weighted average price per option Rs. 55.00
Weighted average fair value per option Rs. 31.01

n) A description of the method and significant assumptions used during the year to estimate the fair values of options. The fair value of options is estimated using the Black Scholes Option Pricing Model after applying the following key assumptions on weighted average basis

(1) Risk free interest rate	8.00%
(2) Expected life	0.56 years
(3) Expected volatility	30%
(4) Expected dividends	15%
(5) Price of the underlying share in market at the time of option grant	Rs.39.00

No money was realised in the current financial year by exercise of options.

The money earlier realised by exercise of options has been utilised in the business of the Company especially for funding capital investments. A certificate from the Auditors in terms of Clause 14 SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, shall be placed before the shareholders at the ensuing Annual General Meeting.

DIRECTORS

During the year under review, Mr. Rajyavardhan Kajaria was appointed as an Additional Director in the category of non-executive director of the Company, in the meeting of the Board held on February 1, 2014, to hold office upto the date of the ensuing Annual General Meeting (AGM) of the Company. Resolution for appointment of Mr. Rajyavardhan Kajaria is put up for the approval of shareholders in the Notice of AGM.

At the ensuing Annual General Meeting, Dr. Ashok Kumar Agarwal, Shri. Krishan Arya and Shri. Vijay Kumar Jain retire by rotation. Dr. Ashok Kumar Agarwal, being eligible offers himself for re-appointment as non-executive director accordingly, on re-appointment, his term of office shall be liable to determination by rotation. Shri. Krishan Arya who has attained age of 70 years, and otherwise being eligible offers himself for re-appointment as Independent Director. Accordingly, on re-appointment by Special Resolution his term of office upto 31.03.2019 shall not be liable to determination by rotation. Shri. Vijay Kumar Jain, being eligible offers himself for re-appointment as Independent Director. Accordingly, on re-appointment his term of office shall not be liable to determination by rotation.

Pursuant to section 149(4) of the Companies Act, 2013, every listed company is required to appoint at least one third of its directors as independent directors. The Board already has over half of its directors in the category of independent directors in terms of the provisions of clause 49 of the listing agreement. The Board therefore, recommends re-appointing Dr. Debasis Sengupta and Prof. Ashoke Kumar Dutta the existing independent directors under clause 49 as 'independent directors' pursuant to Companies Act, 2013, subject to approval of shareholders. As required under the said Act and the Rules made thereunder, the same is now put up for approval of shareholders at the ensuing annual general meeting. Necessary details have been annexed to the Notice of the meeting in terms of section 102(1) of the Companies Act, 2013.

The present terms of appointment of Shri Ashish Agarwal as Managing Director expires on 31.07.2014. As his services are continuously required by the Company, it is proposed to reappoint him for another period of 3 years w.e.f. 01.08.2014 on remuneration and terms & conditions proposed details whereof are provided in the proposed Special Resolutions and the Report on Corporate Governance.

At the 40th Annual General Meeting of the Company in the year 2013, Shri Anand Kumar Agarwal was reappointed for a period of 3 years w.e.f. 01.06.2013 with remuneration subject to approval by Central Government, which is still awaited. Considering the implementation of the Companies Act, 2013 it is considered prudent to reappoint Shri Anand Kumar Agarwal (DIN 00380908) for a period of 3 years w.e.f. 01.09.2014 as per the provisions of the Companies Act, 2013 in supersession of resolution passed or consent recorded earlier. The details of remuneration and terms & conditions proposed are as provided in the proposed Special Resolutions and the Report on Corporate Governance.

AUDITORS

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules made thereunder, the current auditors of the Company, M/s Agarwal Kejriwal & Company, Chartered Accountants are eligible to hold office for a period of three years, upto 2017. The members are therefore requested to appoint M/s Agarwal Kejriwal & Company, Chartered Accountants as auditors for three years from the conclusion of the ensuing annual general meeting till the conclusion of the 44th Annual General Meeting as proposed.

PARTICULARS OF EMPLOYEES

None of the employees of the Company were in receipt of remuneration exceeding limits prescribed under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Sub Section (2AA) of Section 217 of the Companies Act, 1956 with respect to the Director's Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures ;
- (ii) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;

- (iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors have prepared the annual accounts on a going concern basis.

PUBLIC DEPOSITS

During the year the Company invited and accepted public deposits on which payment of interest was regular. During the year deposits amounting to Rs.21,85,000/- matured and repaid. Deposit amounting to Rs.40,000/- matured during the year but not claimed. The outstanding balance of Public Deposit as at the end of the year was Rs.1,77,56,000/-. The Company complied with all the applicable provisions of the Company's (Acceptance of Deposits) Rules, 1975 as amended upto date.

CASH FLOW STATEMENT

Cash flow statement for the year ended 31.03.2014 is also attached herewith and form part of the Annual Report.

CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statement for the Financial Year 2013-14 of the Company and its subsidiary M/s. ABC Skyline Limited has been prepared by the Company in accordance with the requirements of Accounting Standards issued by "The Institute of Chartered Accountants of India". The Audited Consolidated Financial Statements together with Auditors Report thereon form part of the Annual Report.

INFORMATION REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES 1988.**A. Conservation of Energy**

The Company's operation involves no energy consumption.

B. Form of Disclosure of particulars with respect to absorption of Technology and Development of R & D

- i. Research and Development: The Company does not have any R & D Division and Company's Operations does not require this type of establishment.
- ii. Technology absorption, adoption and innovation: The Company has not imported any technology due to its nature of operation.
- iii. Foreign Exchange earnings and outgoing: The Company has no activities related to export of its services. The Company earned Foreign Exchange worth Rs.6,50,280/- towards Freight (Previous Year- Rs.4,55,689/- towards freight and Rs.16,30,20,000/- towards sale of investments in Joint Venture.) Value of imports calculated on C. I. F. basis by the Company was Rs. NIL (Previous Year Rs. 2,34,009/-). The Company has spent foreign exchange worth Rs. 4,98,978/- (Previous Year Rs.15,47,258/-) on account of freight paid by overseas constituents on our behalf and/or freight collected by the Company on their behalf and Rs.6,79,220/- on account of Shipment Expenses (Previous Year NIL). The Company has incurred Rs.10,86,359/- (Previous Year – Rs.17,54,719/-) by way of foreign tours for business purposes.

AUDIT REPORT

The Auditor's report does not contain any qualification or adverse comments.

CODE OF CONDUCT

The Board of Directors has laid down a code of conduct applicable to the Board of Directors and Senior Management, which is available on the Company's website. All Board Members and Senior Management personnel have affirmed compliance with the code of conduct.

CORPORATE GOVERNANCE

Your company has always striven to incorporate appropriate standards for good corporate governance. It has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Agreements of the Stock Exchanges, with which the Company is listed, are complied with.

A certificate of compliance from the Auditors together with a report on Corporate Governance forms part of this Report.

INVESTOR SERVICES

In compliance to the requirements of clause 54 of the Listing Agreements with Stock exchanges, the Company has dedicated a column for investor services in its website www.abcindia.com. The company would keep on updating these particulars as and when necessary.

DELISTING OF EQUITY SHARES OF THE COMPANY FROM THE CALCUTTA STOCK EXCHANGE LIMITED

The Board of Directors has resolved to delist the equity shares of the Company in accordance with Regulation 6 of the Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 from The Calcutta Stock Exchange Limited provided that the equity shares of the Company would continue to be listed on the Bombay Stock Exchange Limited having nation wide trading terminals.

CAUTIONARY NOTE

The statements forming part of the Directors' Report may contain certain forward looking statements within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

ACKNOWLEDGEMENTS

The Directors wish to convey their sincere appreciation of all the staff members for their enormous personal efforts as well as their collective contribution to the company's performance.

The Directors would also take this opportunity to acknowledge the cooperation and assistance of Financial Institutions, Banks and various Central and State Government Departments and Agencies.

Finally, the Directors owe their gratitude to all the Customers and Shareholders for their continued support to the Company and their confidence in its management.

By order of the Board

Place: Kolkata
Date : the 11th day of August, 2014

Ashish Agarwal
Managing Director

CORPORATE GOVERNANCE REPORT

In compliance with clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the report on the matters mentioned in the said clause and the practices followed by the Company.

1. Company's Philosophy on Code of Governance

Your Company's philosophy is to enhance customers' satisfaction and practicing the principles of good corporate governance.

2. Board of Directors

- 1) Particulars of composition of Board of Directors, attendance of each Director at Board Meetings & the last Annual General Meeting, and number of other Board of Directors or Board Committees of which Directors are Member/Chairman, are as under :

Name of Director	Category	Attendance Particulars		No. of other Directorships and Committee Memberships/Chairmanships**		
		Board Meetings	Last AGM	Other Directorships	Other Committee	Committee Chairmanship
Shri Anand Kumar Agarwal	Chairman, Executive, Promoter.	4	-	2	-	-
Dr. Ashok Kumar Agarwal	Non-Executive Director	2	-	5	-	-
Shri. Rajyavadhan Kajaria	Non-Executive Director	-	-	-	-	-
Shri Krishan Arya	Non-Executive, Independent Director	1	-	-	-	-
Dr. Debasis Sengupta	-do-	4	1	1	-	2
Prof. Ashoke Kumar Dutta	-do-	2	1	5	-	1
Shri Vijay Kumar Jain	-do-	3	1	1	1	1
Dr. Padam Chand Agarwal	-do-	4	-	-	3	-
Shri Ashok Kumar Surana	-do-	4	-	1	2	-
Shri Ashish Agarwal	Managing Director, Executive, Promoter	4	1	1	-	-

Shri Anand Kumar Agarwal, Shri Ashish Agarwal & Dr. Ashok Kumar Agarwal are related to one another.

** This excludes Directorships held in Indian private limited companies/foreign companies and trustee/ membership of managing Committee of various trusts and other bodies.

During the Financial year ended 31st March, 2014 four Board Meetings were held on 25th May, 2013, 07th August, 2013, 30th October, 2013, and 11th February, 2014. The maximum time gap between any two meetings was not more than four months.

- 2) Required particulars of other Non-executive and Independent Directors proposed to be appointed/re-appointed are provided in respective Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to the Notice calling Annual General Meeting.

3) Shareholding of Non-Executive Directors in the Company :

Name	No. of Equity Shares
Shri Krishan Arya	Nil
Dr. Debasis Sengupta	Nil
Shri Ashoke Kumar Dutta	Nil
Dr. Ashok Kumar Agarwal	Nil
Shri Vijay Kumar Jain	350
Dr. Padam Chand Agarwal	187
Shri Ashok Kumar Surana	2500
Shri Rajyavardhan Kajaria	Nil

3. Code of Conduct

The Company has laid down a Code of Conduct for all its Directors and Senior Management personnel for avoidance of conflicts of interest. It has received from all of them the necessary declarations affirming compliance with it for the financial year ended 31.03.2014. There were no material personnel interest adverse to the interest of the Company or improper personal benefits received as a result of their position by the Directors and Senior Management personnel, which could lead to potential conflict of interest with the Company. The Code of Conduct is available on the Company's website.

**ANNUAL DECLARATION BY MANAGING DIRECTOR (CEO) PURSUANT TO CLAUSE 49(I) (D) (ii)
OF STOCK EXCHANGE LISTING AGREEMENT**

As the Managing Director (Chief Executive Officer) of ABC India Limited and as required by clause 49(I) (D) (ii) of the Stock Exchange Listing Agreement, I hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed compliance with the Company's Code of Business conduct and Ethics for the Financial year ending 31st March, 2014.

Ashish Agarwal
Managing Director

4. Audit Committee

- 4.1 The Audit Committee was mandated with the same terms of reference as specified in clause 49 of the Listing Agreements with the Stock Exchanges. The terms of reference also conform to the requirements of Section 292A of the Companies Act, 1956.
- 4.2 The Audit Committee of the Board of Directors comprised of Non Executive Directors Dr. Debasis Sengupta as Chairman and Shri Vijay Kumar Jain & Dr. Padam Chand Agarwal as members besides Shri Sushil Kumar Pransukhka, Senior Vice President as Executive Member, following non-executive Directors held four meetings in the financial year 2013-14. Details as to attendance of members at the meeting are as follows :

Name of Director	Designation	No. of meetings attended
(a) Dr. Debasis Sengupta	Chairman	4
(b) Shri Vijay Kumar Jain	Member	3
(c) Dr. Padam Chand Agarwal	Member	4

The Company Secretary acted as the Secretary to the Committee. As and when considered necessary, the Statutory Auditor & Internal Auditors are invited to the Audit Committee meetings. The Chairman of the Audit Committee attended the last Annual General Meeting.

5. Remuneration Committee

On behalf of the Board of Directors and shareholders, the remuneration committee was to determine the Company's policy on specific remuneration packages for executive director including pension rights and any compensation payments. It comprised of Non Executive Director Mr. Ashoke Kumar Dutta, as Chairman, Dr. Debasis Sengupta & Dr. Padam Chand Agarwal, as members & Mr. Sushil Kumar Pransukhka, Senior Vice President as Executive Member. It held one meeting during the year where all the members were present.

Details of remuneration paid or payable to Directors for the financial year ended 31st March, 2014, are set out below.

Name of Director	Remuneration (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Shri Anand Kumar Agarwal	54,55,081	Nil	54,55,081
Shri Krishan Arya	Nil	2,000	2,000
Dr. Debasis Sengupta	Nil	8,000	8,000
Prof. Ashoke Kumar Dutta	Nil	4,000	4,000
Dr. Ashok Kumar Agarwal	Nil	4,000	4,000
Shri Vijay Kumar Jain	Nil	6,000	6,000
Dr. Padam Chand Agarwal	Nil	8,000	8,000
Shri Ashok Kumar Surana	Nil	8,000	8,000
Shri Ashish Agarwal	46,07,625	Nil	46,07,625

Notes :

- (i) Appointment of Chairman and Managing Director are for a period of three years. As per terms of remuneration, for the purpose of Gratuity, Pension and other benefits, the service of the Chairman and Managing Director are considered continuous service with the Company from the date they joined the service.
- (ii) Shri Anand Kumar Agarwal, Chairman, Shri Ashish Agarwal, Managing Director and Dr. Ashok Kumar Agarwal, Director of the Company are related to each other.
- (iii) The Non-Executive/Independent Directors are paid sitting fees and reimbursement of travel, conveyance and lodging boarding, if any, incurred for attending Board & Committee Meetings.
- (iv) Disclosures required vide Section II of Part II of Schedule V to the Companies Act, 2013 relating to proposed reappointment of Shri. Ashish Agarwal, Managing Director and Shri. Anand Kumar Agarwal, Chairman are as follows:

Shri. Ashish Agarwal

- a. Salary : Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) per month.
- b. Perquisites : In addition to salary, he shall be entitled to perquisites, which shall be valued as per the provisions of the Income Tax Act, 1961, and which unless the context otherwise requires, are classified into two categories A & B as follows:
 - A. (i) Housing : Monthly House Rent Allowance @ 50% of Salary or Rent Free Accommodation in lieu thereof.
 - (ii) Provision of Electricity at residential accommodation.
 - (iii) Reimbursement of Medical expenses incurred for self and family subject to a maximum of Rs.15,000/- (Rupees Fifteen Thousand only) per year.
 - (iv) Reimbursement of the cost of Individual Mediclaim Policy for self and family subject to a maximum of Rs.10,000/- (Rupees Ten Thousand only) per year.
 - (v) Cost of overseas health & related insurance subject to a maximum of Rs.10,000/- (Rupees Ten Thousand only) per year.

- (vi) Cost of Personal Accident Insurance subject to a maximum of Rs.24,000/- (Rupees Twenty Four Thousand only) per year.
 - (vii) Fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.
 - (viii) Provision of car with driver for use on Company's business.
- B.
- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these are singly or put together are not taxable under the Income Tax Act, 1961.
 - (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
 - (iii) Encashment of leave at the end of the tenure.

Other Terms & Conditions

1. He shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or any Committee thereof.
2. The Company will incur/reimburse his expenses for entertainment, travelling, phones and other expenses in connection with business of the Company.
3. During the tenure of his term of office he shall not be liable to retire by rotation.
4. The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
5. The terms and conditions set out for appointment and payment of remuneration herein may be altered and varied by the Board, as it may, from time to time, deem fit.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 whichever is lower, unless otherwise determined by the Board of Directors.

Note :

- (i) Apart from the above remuneration and terms & conditions, there are no other incentives either fixed or performance linked.
- (ii) The service contract and notice period is as above as per the proposed remuneration and terms & conditions with no provision for severance fees.
- (iii) The Managing Director is not entitled to stock options.

Shri Anand Kumar Agarwal

- a. Salary : Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) per month with annual increment @ Rs. 50,000/- per month effective from 1st day of April each year subject to performance reviewed by the Remuneration Committee.
- b. Perquisites : In addition to salary, he shall be entitled to perquisites, which shall be valued as per the provisions of the Income Tax Act, 1961, and which unless the context otherwise requires, are classified into two categories A & B as follows:
 - A. (i) Housing : Monthly House Rent Allowance @ 50% of Salary or Rent Free Accommodation in lieu thereof.
 - (ii) Provision of Electricity at residential accommodation.
 - (iii) Reimbursement of Medical expenses incurred for self and family subject to a maximum of Rs.75,000/- (Rupees Seventy Five Thousand only) per year.
 - (iv) Reimbursement of the cost of Individual Mediclaim Policy for self and family subject to a maximum of Rs.25,000/- (Rupees Twenty Five Thousand only) per year.

- (v) Cost of overseas health & related insurance subject to a maximum of Rs.10,000/- (Rupees Ten Thousand only) per year.
 - (vi) Cost of Personal Accident Insurance subject to a maximum of Rs.30,000/- (Rupees Thirty Thousand only) per year.
 - (vii) Fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.
 - (viii) Provision of car with driver for use on Company's business.
- B.
- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these are singly or put together are not taxable under the Income Tax Act, 1961.
 - (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
 - (iii) Encashment of leave at the end of the tenure.

Other Terms & Conditions

1. He shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or any Committee thereof.
2. The Company will incur/reimburse his expenses for entertainment, travelling, phones and other expenses in connection with business of the Company.
3. During the tenure of his term of office he shall not be liable to retire by rotation.
4. The office of the Chairman may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
5. The terms and conditions set out for appointment and payment of remuneration herein may be altered and varied by the Board, as it may, from time to time, deem fit.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and other allowances or any combination thereof shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013 whichever is lower, unless otherwise determined by the Board of Directors.

Note :

- (i) Apart from the above remuneration and terms & conditions, there are no other incentives either fixed or performance linked.
- (ii) The service contract and notice period is as above as per the proposed remuneration and terms & conditions with no provision for severance fees.
- (iii) The Chairman is not entitled to stock options.

6. Shareholders/Investors' Grievance Committee

The Company's Shareholders cum Investors Grievance Committee was to look into various matters relating to expeditious redressal of investor's grievances, transfer and transmission of shares, issue of duplicate share certificates, approving of split and consolidation requests, review of shares dematerialized and all other matter related to shares.

The Chairman of the Committee was Shri Vijay Kumar Jain, Director with Dr. Padam Chand Agarwal, Director and Shri Ashok Kumar Surana, Director as its members. The Company Secretary acts as the Secretary to the Committee. The Board had designated Shri A. K. Thirani, Company Secretary as the Compliance Officer.

During the year 2 complaints were received from the shareholders and investors, directly or through regulatory authorities. All the complaints have been attended/resolved to the satisfaction of complainants. There were no overdue pending requests for transfer of shares as on 31st March, 2014.

7. Compensation Committee

The Company's Compensation Committee was to look into all matter related to working of Employees Stock Option Scheme. The Chairman of the Committee is Mr. Ashoke Kumar Dutta, Director and Mr. Ashok Kumar Surana, Director as its member.

The Company Secretary acts as the Secretary of the Committee. It held four meetings during the year.

8. General Body Meetings

Location and time where last three Annual General Meetings were held is given below :

Financial Year	Location of the Meeting	Date	Time
2010-2011	Vishwaratna Hotel, Guwahati, Assam	24-09-2011	1.00 PM
2011-2012	Vishwaratna Hotel, Guwahati, Assam	01-09-2012	1.00 PM
2012-2013	Hotel Nakshatra, Guwahati, Assam	23-09-2013	1.00 PM

All the resolutions set out in the respective notices were passed by the members. There were no resolutions put through postal ballot last year.

9. Disclosures

There are no materially significant related party transactions i.e transaction of the Company of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

- (a) For the list of disclosures of related party relationship and transactions as per Accounting Standard AS-18, please refer to Note on "Related Party Disclosures" in Note No. 28.11 to the Financial Statements of the company for the year ended 31st March, 2014.
- (b) There was no incident of non-compliance by the Company, penalties, 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.
- (c) The Company does not have any Whistle Blower Policy as of now, but no personnel is being denied any access to the Audit Committee.
- (d) All the mandatory requirements of clause 49 have been appropriately complied with. The matter of adoption of non-mandatory requirements of clause 49 is being reviewed by the Board from time to time.
- (e) CEO/CFO Certificate in terms of clause 49(V) has been submitted to the Board of Directors.
- (f) The Board of Directors has resolved to delist the equity shares of the Company in accordance with Regulation 6 of the Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 from The Calcutta Stock Exchange Limited provided that the equity shares of the Company would continue to be listed on the Bombay Stock Exchange Limited having nation wide trading terminals.

10. Means of Communication

- (a) Half-Yearly Report sent to each household of shareholder : No
- (b) Quarterly Results : Quarterly results are taken on record the Board of Directors and submitted to the Stock Exchanges as per requirements of the Listing Agreements.
- (c) Newspapers wherein results & normally published : English News Paper - Business Standard, Vernacular Newspapers – Ajir Asom

- (d) Websites where displayed : www.abcindia.com
- (e) Whether it also displays official news releases & presentations made to institutional investors/analysts : No
- (f) Whether MD & A is a part of Annual Report : Yes

11. General Shareholder Information

- 11.1 Annual General Meeting Date and Time : Thursday, the 25th day of September, 2014 at 1:00 PM
Venue : Hotel Nakshatra, Beltola, Opposite Sankar Netralaya Guwahati - 781028, Assam
- 11.2 Financial Calendar (2014-2015) (tentative)
Financial Reporting and Limited Review Report
- Quarter ending June 30, 2014 : 2nd week of August, 2014
- Quarter/Half Year ending September 30, 2014 : 2nd week of November, 2014
- Quarter ending December 31, 2014 : 2nd week of February, 2015
- Quarter/Year ending March, 31, 2015 : 2nd week of May, 2015
- 11.3 Book Closure date(s) : Saturday, the 13th day of September, 2014 to Friday, the 19th day of September, 2014 (both days included)
- 11.4 Dividend Payment date : On and from 8th day of October, 2014.
- 11.5 Listing of Equity Shares on Stock Exchanges : Bombay Stock Exchange Limited
The Calcutta Stock Exchange Limited

(Note : Annual listing fees for the financial year(s) 2013-14 to 2014-15 have been paid to both the above Stock Exchanges).

- 11.6 Stock Code
- Physical Segment : BSE 520123
CSE 10011146
- Demat ISIN number in NSDL/CDSL : INE 125D01011

11.7 Stock Market Data :

Monthly high and low quotations of equity shares traded on Bombay Stock Exchange Limited (BSE). The Equity Shares of the Company do not form part of Broad Based indices :

Month	BSE	
	High (in Rs.)	Low (in Rs.)
April, 2013	150.00	111.00
May, 2013	145.00	103.00
June, 2013	128.00	104.30
July, 2013	124.00	97.15
August, 2013	128.00	109.35
September, 2013	124.00	90.50
October, 2013	122.90	97.55
November, 2013	120.00	94.25
December, 2013	117.00	90.00
January, 2014	120.75	93.25
February, 2014	105.00	88.90
March, 2014	110.05	84.00

11.8 Registrar and Share Transfer agents : M/s MCS Share Transfer Agent Limited, 12/1/5 Monohar Pukur Road, Kolkata - 700 026

11.9 Share Transfer System :

Trading in Equity Shares of the Company is permitted in dematerialized form w.e.f. 01.02.2001 for all classes of investors as per notification issued by the Securities and Exchange Board of India (SEBI).

Transfer of shares are processed by the Share Transfer Agents and approved by the share transfer committee called as "Shareholders Cum Investors Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

11.10 (a) Distribution of Shareholding as on 31st March, 2014:

No. of Equity Shares Held	Number of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 - 500	4072	94.06	505497	9.33
501 - 1000	106	2.45	82241	1.52
1001 - 2000	53	1.22	73360	1.35
2001 - 3000	19	0.44	45846	0.85
3001 - 4000	14	0.32	50342	0.93
4001 - 5000	8	0.19	37259	0.69
5001 - 10000	10	0.23	75360	1.39
10001 - 50000	26	0.60	511558	9.44
50001 - 100000	8	0.19	533319	9.84
100001 and above	13	0.30	3502450	64.65
GRAND TOTAL	4329	100.00	5417232	100.00

(b) Categorisation of Shareholding as on 31st March, 2014 :

Category	Number of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Indian Promoter(s)/Persons acting in Concert	12	0.28	3446370	63.62
Foreign Promoter	-	-	-	-
Resident Individuals & Corporates	4290	99.10	1914138	35.33
Financial Institutions/Banks/Mutual Funds	1	0.02	100	0
NRI's/OBC's/Foreign National	26	0.60	56624	1.05
Shares in Transit (NSDL/CDSL)	-	-	-	-
GRAND TOTAL	4329	100	5417232	100

- 11.11 Dematerialization of Shares : 5046809 equity shares representing 93.16% of the total Equity Capital of the Company are held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services(India) Limited (CDSL) as on 31st March, 2014.
- 11.12 Outstanding GDR/ADR : The Company has not issued any of these instruments Warrants or any Convertible Instruments, Conversion date and likely impact on equity.
- 11.13 Registered Office : Kedar Road, Guwahati - 781001
- 11.14 Address for Investor Correspondence : 40/8, Ballygunge Circular Road, Kolkata - 700019
Phone 033 - 24614156/24614157
Email : vrmd@abcindia.com

By order of the Board

Place : Kolkata

Date : the 11th day of August, 2014.

Ashish Agarwal
Managing Director**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE****TO THE MEMBERS OF
ABC INDIA LIMITED**

We have reviewed the implementation of Corporate Governance procedures by **ABC India Limited** during the year ended on 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with, in all material respect, the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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

For **Agarwal Kejriwal & Co.**
Firm Reg. No. 316112E
Chartered Accountants

M. Agarwal
Partner

M. No. 52474

Place : Kolkata

Date : the 11th day of August, 2014

MANAGEMENT DISCUSSION & ANALYSIS

Industry structure and development

The business of transportation is in the hands of operators both in organized as well as in unorganized sector. A large portion of the transportation business is undertaken conventionally by operators in unorganized sector. Our Company being an operator in organized sector has to compete with operators in unorganized sector. In the process of the transportation business we also offer logistics and specialized project transportation services. The project transportation services involves logistics of Over Dimensional/ Over Weight Consignments where also several new operators have started offering the same services, thereby increasing competition.

Opportunities and Threats

Performance, growth and development of transport and logistics service business is directly linked with and related to performance, growth and development of industry in our country. The specialized project logistics business is linked with setting up of new projects requiring Over Dimensional Plant & Machinery. Road transportation & Logistics solutions are one of the most important prerequisites for development of trade and industry and setting up of new industrial projects. The project transportation also suffers from ambiguous government regulations. In cycles of economic growth and development of Indian Industry, our Company finds opportunities, whereas in cycles of economic slowdowns in Indian industry our Company faces challenges and threats of fierce competition from operators in unorganized sector.

Segment-wise or product-wise performance

The Company has two primary business segments namely, Freight & Services & Petrol Pump. Out of the total earnings for these two segments amounting to Rs. 16,401 Lakhs, the Freight & Services Segment's earning was Rs. 11,308 Lakhs and the Petrol Pump Segment's share was Rs. 5,093 Lakhs.

Outlook

The Company has presence all over India and especially in North Eastern States. The Company has proven capabilities and competency to offer domestic road transportation, complex logistics solutions for Over Dimensional Consignments by multi modal routes and international freight forwarding services to its customers. The Company is also providing innovative logistics solutions to its customers with value addition in its services. With these advantages, we have good prospects of demand for Company's services.

Risks and concerns

Our Company, as in case of any other body corporate, is exposed to specific risks that are particular to its business and the environment within which it operates. These include credit risks, market risks and operational risks. We have established policies and procedures to manage these risks. Such policies and procedures are continuously bench marked with best practices in Indian Road Transport Sector.

Internal control system and their adequacy

The Company has a well-defined organization structure, authority levels and internal policies and procedures for conducting business transactions. The Company has an internal audit system, and the audit plans. The audit Committee periodically reviews internal audit reports and adequacy of internal controls.

Discussion on financial performance with respect to operational performance

The Company's total earnings including other income for the year amounting to Rs. 16,483 Lakhs as compared with previous year's total earnings of Rs. 18,065 Lakhs. For the year the profit before exceptional items, finance cost, depreciation & amortization expenses and taxation is Rs. 393 Lakhs. Finance cost for the year amounted to Rs.916 Lakhs, Depreciation & Amortisation expenses amounted to Rs. 913 Lakhs and Provision for Taxation for the year amounted to Rs. (83) Lakhs. Accordingly, the profit after taxation for the year is Rs.42 Lakhs.

Material developments in Human Resources/Industrial Relations front, including number of people employed

The key resource for the Company is its employees, which is giving the Company a competitive edge in the business environment. The Company has been able to create a favourable work environment that encourages innovation and meritocracy.

For this purpose, we have a practice of rigorous job rotation, training in new age skills and multi-functional exposure and responsibilities.

The Company had 280 employees at the end of the year. As in the past, the industrial relations continued to remain cordial at all the locations of the Company.

The Company has granted Employees Stock Option Scheme for its employees in the financial year 2007-08.

INDEPENDENT AUDITORS' REPORT

To the Members of
ABC India Limited

Report on the Financial Statements

We have audited the accompanying financial statements of ABC India Limited ("the "Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with General Circular No. 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of the Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances and not for the purpose of the expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") 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 Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

- (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purpose of our audit have been received from branches not visited by us;
- (c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us;
- (d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- (e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Forming an Opinion and Reporting on Financial Statements
For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner

Membership No. : 52474

Place : Kolkata

Date : 29th May, 2014

ANNEXURE

(Referred to in paragraph 1 on report on other Legal and Regulatory Requirements in our report of even date on Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended on that date.)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) During the year, the Company has disposed off certain fixed assets, which in our opinion and according to the information and explanations given to us are not a substantial portion of its Fixed Assets, and as such the disposal of such fixed assets has not affected the going concern status of the Company.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) (a) The Company has not granted any loan, secured or unsecured, to Companies, Firms or other parties covered in the register maintained under section 301 of the Act. Therefore, the provisions of sub clause(b) to (d) to clause (iii) are not applicable to the Company.
- (e) The Company has not taken any loan, secured or unsecured, from Companies, Firms or other parties covered in the register maintained under section 301 of the Act. Therefore the provisions of sub clause (f) and (g) of clause (iii) are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there exist an adequate internal control system commensurate with the size of the company and the nature of its business for purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Company.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered in the register maintained under that section have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of the five lakhs rupees in the financial year in respect of any party; have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the company has complied with the directives issued by the Reserve Bank of India & the provisions of section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975. Since the Company has not defaulted in repayment of deposits, compliance of section 58AA or obtaining any order from the National Company Law Tribunal does not arise.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) Maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub section (1) of section 209 of the Companies Act, 1956.

- (ix) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investors Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues applicable to it with the appropriate authorities. No undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2014 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no material dues on account of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise duty, Cess and any other statutory dues that have not been deposited with appropriate authorities on account of any dispute.
- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash loss in such financial year and in the immediately preceding financial year.
- (xi) In our opinion and as per information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks and it has no debenture holders.
- (xii) In our opinion and as per information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) As per information and explanations given to us the Company is not a chit fund or a Nidhi or a mutual benefit fund/society. Therefore, the provisions of clause (xiii) are not applicable to the Company.
- (xiv) As per information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause (xiv) are not applicable to the Company.
- (xv) As per information and explanations given to us, the Company has not given any guarantee for loan or other facilities taken by others from banks or financial institutions.
- (xvi) According to information and explanations given to us term loans were applied for the purpose for which they 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 not been used for long-term investment.
- (xviii) According to the information and explanations given to us 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.
- (xix) The Company had no outstanding debentures in the year.
- (xx) The Company has not raised any money by public issues.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no significant fraud on or by the Company was noticed or reported during the year.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner

Membership No. : 52474

Place : Kolkata

Date : 29th May, 2014

ABC INDIA LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2014**

Particulars	Note No.	As at March 31, 2014 ₹	As at March 31, 2013 ₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	5,41,23,320	5,41,22,820
Reserves and Surplus	3	44,14,17,219	44,47,12,346
Non-Current Liabilities			
Long-term borrowings	4	10,97,71,142	19,38,19,641
Deferred tax liabilities	5	5,74,29,080	6,57,54,535
Other long term liabilities	6	–	3,76,74,550
Current Liabilities			
Short-term borrowings	7	41,97,94,416	45,13,48,172
Trade Payables	8	4,19,37,314	6,49,96,674
Other current liabilities	9	18,10,65,834	14,79,48,770
Short-term provisions	10	1,33,58,015	4,38,48,059
Total		1,31,88,96,340	1,50,42,25,567
ASSETS			
Non-current assets			
Fixed assets	11		
Tangible assets		52,47,82,101	65,44,54,453
Intangible assets		17,23,749	23,64,791
Non-current investments	12	10,50,000	15,50,000
Long term loans and advances	13	1,49,13,649	1,52,33,185
Other non-current assets	14	1,80,73,000	1,62,17,925
Current Assets			
Current Investments	15	(2,77,26,057)	(1,47,89,289)
Inventories	16	46,39,317	47,39,748
Trade receivables	17	58,65,08,518	65,33,41,865
Cash and bank balances	18	4,12,35,121	4,74,20,957
Short-term loans and advances	19	15,36,96,942	12,36,91,932
Total		1,31,88,96,340	1,50,42,25,567
Significant Accounting Policies	1		
Other Notes on Financial Statements	28		

As per our report of even date attached.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants

Firm Reg. No. 316112E

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated : May 29, 2014

ANAND KUMAR AGARWAL

Chairman

V. K. JAIN

Director

S. K. PRANSUKHKA

Chief Financial Officer

A. K. THIRANI

Company Secretary

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

Particulars	Note No.	For the year ended March 31, 2014 ₹	For the year ended March 31, 2013 ₹
Income :			
Revenue from operations	20	1,64,01,30,932	1,80,05,14,724
Other Income	21	81,65,350	60,08,435
Total Revenue		1,64,82,96,282	1,80,65,23,159
Expenses :			
Purchase of Stock-in-Trade		49,93,31,473	50,18,28,246
Expenditure relating to transportation & services		85,71,64,035	89,23,16,503
Changes in inventories of Stock-in-Trade	22	1,00,431	25,75,543
Employee benefits expense	23	10,80,69,111	12,55,52,343
Other expenses	24	14,43,46,343	16,27,45,663
Total Expenses		1,60,90,11,393	1,68,50,18,298
Profit before exceptional items, interest, depreciation and amortization		3,92,84,889	12,15,04,861
Interest and Other Finance cost	25	9,16,34,044	11,10,87,631
Depreciation and amortisation expense	26	9,13,49,375	9,53,93,386
		18,29,83,419	20,64,81,017
Profit before exceptional items and Tax		(14,36,98,530)	(8,49,76,156)
Exceptional items	27	13,95,25,508	16,22,37,432
Profit before tax		(41,73,022)	7,72,61,276
Tax expense :			
Current tax		20,00,000	1,55,00,000
Less : Mat Credit Entitlement		20,00,000	29,73,000
Net Current Tax		-	1,25,27,000
Deferred tax		(83,25,455)	27,71,668
Profit for the year		41,52,433	6,19,62,608
Earning per equity share [Nominal Value ₹ 10/- each]			
Weighted Average Number of Ordinary Shares		54,17,232	54,17,232
Basic and Diluted		0.77	11.75
Significant Accounting Policies	1		
Other Notes on Financial Statement	28		

As per our report of even date attached.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants

Firm Reg. No. 316112E

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated : May 29, 2014

ANAND KUMAR AGARWAL

Chairman

V. K. JAIN

Director

S. K. PRANSUKHKA

Chief Financial Officer

A. K. THIRANI

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax	(41,73,022)	7,72,61,276
Adjusted for :		
Prior period expenditure	—	—
Net profit before tax and Extra-ordinary items	(41,73,022)	7,72,61,276
Adjusted for :		
Depreciation	9,13,49,375	9,53,93,386
Transfer from Surplus Plan Fund	(2,22,259)	30,24,413
Interest Received	(36,31,021)	(24,85,088)
Interest paid	8,68,10,916	10,48,89,885
Leave Encashment	(4,34,903)	4,58,081
(Profit)/Loss on sale/ theft of fixed asset	(13,96,01,008)	(26,18,203)
(Profit)/Loss from Partnership firm	(2,45,881)	(1,45,077)
Dividend Received	(1,92,500)	(7,92,000)
	3,38,32,719	19,77,25,397
Operating profit before working capital changes	2,96,59,697	27,49,86,673
Adjusted for Increase/Decrease in :		
Trade and other receivable	6,68,33,348	(1,95,78,357)
Loans advances and deposits	(2,96,85,474)	5,23,98,986
Inventories	1,00,431	25,75,543
Trade Payable	1,00,57,704	(10,78,29,902)
	4,73,06,009	(7,24,33,730)
Cash generated from operation	7,69,65,706	20,25,52,943
Direct taxes paid	(2,99,00,000)	(1,94,01,850)
Cash flow before extra ordinary items	4,70,65,706	18,31,51,093
Net prior period adjustment	—	—
Net cash from operating activities	4,70,65,706	18,31,51,093
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchases of fixed assets	(2,12,80,491)	(2,94,50,080)
Sale of Investments	5,00,000	20,90,000
Sale of Fixed Assets	19,87,35,849	2,34,92,699
Capital (Deposit) / Withdrawn from Partnership firm	1,31,82,649	8,36,19,136
Interest Received	36,31,021	24,85,088
Dividend Received	1,92,500	7,92,000
Net cash used in Investing activities	19,49,61,528	8,30,28,843

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

Particulars	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Issue of Share Capital	500	–
Proceeds from borrowing (Net)	(11,56,02,256)	(18,51,31,514)
Other long term liabilities	(3,76,74,550)	21,15,923
Interest paid	(8,68,10,916)	(10,48,89,885)
Dividend Paid	(81,25,848)	(94,44,064)
Net cash used in Financing activities	<u>(24,82,13,070)</u>	<u>(29,73,49,540)</u>
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	(61,85,836)	(3,11,69,604)
Cash and Cash Equivalents (Opening Balance) (Refer Note – 18)	4,74,20,957	7,85,90,561
Cash and Cash Equivalents (Closing Balance) (Refer Note – 18)	<u>4,12,35,121</u>	<u>4,74,20,957</u>

Note : (1) The above cash flow has been prepared under the "Indirect Method" as set out in the accounting Standard-3 issued by the Institute of Chartered Accountants of India.

(2) Cash and Cash Equivalents include : Cash and Bank Balances

As per our report of even date attached.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants
Firm Reg. No. 316112E

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated : May 29, 2014

ANAND KUMAR AGARWAL

Chairman

V. K. JAIN

Director

S. K. PRANSUKHKA

Chief Financial Officer

A. K. THIRANI

Company Secretary

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014**Note No. 1 : SIGNIFICANT ACCOUNTING POLICIES****1.1 Basis of Preparation of Financial Statements**

The financial statements have been prepared on an accrual basis and under historical cost convention and in compliance in all material aspects with the applicable accounting principles in India, the applicable accounting standards notified under section 211(3C) and other relevant provisions of the Companies Act, 1956.

All the 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 Schedule VI to the Companies Act, 1956. The Company has ascertained its operating cycle to be 12 months for the purpose of current, non-current classification of assets and liabilities.

1.2 Use of Estimates

The preparation of financial statements require judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities including contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognized in the period in which the results are known/materialized.

1.3 Inventories

Inventories are stated at lower of cost or net realizable value. Cost is determined using the FIFO method and comprises of the purchase price including duties and taxes, freight inward and other expenditure directly attributable to the acquisition but excluding the trade discounts and other rebates.

1.4 Revenue recognition

In compliance with the requirement of accrual system of accounting, following standards have been set out and are being followed over the years -

- a) Freight Income is accounted for, generally when goods are delivered by the Company to customers. Direct expenses on transportation of goods are accounted for when hired lorries deliver the goods at destination and in case of Company's own trucks on completion of trip.
- b) Payments made to hired lorries at the time of commencement of trip for destination and freight received from customers in advance at the time of booking are charged to revenue as and when paid/received.
- c) In case of composite contract jobs all receipts are accounted for on the basis of completion of job or a distinct part thereof if so provided for in contract and in case of transportation jobs where progressive work bills are raised as per contracts, on the basis of such bills, as the case may be.
- d) Revenue from sale of goods is recognized when significant risk and rewards in respect of ownership thereof is transferred to the customers.
- e) Income from dividend is recognized, when the right to receive such payment is established.
- f) Income from Investments/Other Income is recognized on accrual basis.
- g) Service Tax collected on freight and services income are included in the respective heads.
- h) Deductions made by parties including Tax Deducted at Source are accounted for in the year of actual deduction or communication, as the case may be, by the party.

Having regard to size of operations and the nature and complexities of Company's business, in management's opinion the above are the reasonable standards of applying the accrual system of accounting as required by the law.

1.5 Tangible and Intangible Fixed Assets**a. Tangible Assets :**

Fixed assets are stated at cost or at revalued amounts, as the case may be, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, improvement cost, self constructed cost thereto, and any attributable cost of bringing the asset to its working condition for its intended use.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)**b. Intangible Assets :**

Intangible assets are stated at cost on initial recognition, after which the same are stated at cost less accumulated depreciation/amortization and accumulated impairment loss, if any.

1.6 Depreciation / Amortization

Depreciation has been provided on historical cost and where revaluation of assets has been made on written up cost in the manner and as per Straight Line Method at rates prescribed in the Schedule-XIV of the Companies Act, 1956. An amount equivalent to the depreciation on such written up amount of assets is transferred from Capital reserve due to revaluation of assets, and reduced from Depreciation. Premium paid on Leasehold properties is amortized based on their lease term.

1.7 Foreign Currency Transaction**a) Initial Recognition :**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b) Conversion :

Foreign currency monetary items are reported using the closing rate.

c) Exchange Differences :

Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise, however exchange differences arising from foreign currency borrowings are regarded as an adjustment to interest cost to the extent of the differences between interest on local currency borrowing and interest on foreign currency borrowing

d) Forward Exchange Contracts not intended for trading or speculation purposes :

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

e) Hedging :

The company has used foreign exchange future contracts to hedge its exposure to movements in foreign exchange rates related to interest on foreign currency denominated loans.

1.8 Investments

Current Investments are stated at lower of cost and fair value. Long-term Investments intended to be held for more than a year are classified as non-current investments, and are carried at cost. However, provision for diminution in value, other than temporary, has been recognized, wherever necessary.

1.9 Employee Benefits

All employee benefits falling due wholly within twelve months of rendering service are classified as short term benefits. The benefits like salaries, wages, Leave Encashment, etc are recognized in the period in which the employee renders the related service.

Defined Contribution Plan consists of Provident Fund Scheme and Employees' State Insurance Scheme. Company's contribution paid/payable during the year under the schemes are recognized as expense in the Statement of Profit and Loss. There are no other obligations other than the contribution made by the Company.

The Employees' Gratuity Scheme is the Defined Benefit Plan of the Company, The present value of the obligation under such plan is determined based on the actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses on such valuation are recognized immediately in the Statement of Profit and Loss. In case of funded defined benefit plan, the fair value of the plan assets is reduced from the gross obligation to recognize the obligation on net basis.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)**1.10 Borrowing Costs**

Financing costs, if incurred, relating to construction of qualifying fixed assets are also included to the cost of such qualifying fixed assets to the extent they relate to the period till such assets are ready to be put to use. Other borrowing costs are recognized as an expense in the period in which they are incurred.

1.11 Leases

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight line basis over the period of the lease or other systematic basis more representative of the time pattern of the user's benefits.

As a lessor

The Company has leased certain tangible assets and such leases where the company has substantially retained all the risks and rewards of ownership are classified as Operating Leases. Lease Income on such operating leases are recognized in the Statement of Profit and Loss on a straight line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognized as an expense in the Statement of Profit and Loss in the period in which they are incurred.

1.12 Earning per share

Basic & Diluted earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period as per Accounting Standard-20 issued by The Institute of Chartered Accountants of India.

1.13 Taxation & Deferred Tax

Tax expense comprises both current and deferred tax charge or credit. Current tax is measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws. Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal Income Tax during the specified period. Deferred tax is recognized for the timing differences, subject to the consideration of prudence in respect of deferred tax assets and measured using the tax rates and tax laws enacted on the balance sheet date. Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

1.14 Impairment of Assets

The carrying amount of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of the recoverable amount.

1.15 Provisions, Contingent Liabilities & Contingent Assets

Provisions are recognized for present obligation as a result of past events where it is probable that outflow of resources will be required to settle the obligation, and in respect of which a reliable estimate can be made at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent Liabilities not provided for are disclosed in the notes to the Financial Statements. Contingent Assets are neither recognized nor disclosed in the financial statements.

1.16 Measurement of EBITDA

The Company has opted to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the statement of Profit and Loss.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

		March 31, 2014 ₹	March 31, 2013 ₹
2.0	SHARE CAPITAL		
2.1	Share Capital		
	Authorised Share Capital :		
	1,00,00,000 (Previous year 1,00,00,000) Equity Shares of ₹ 10/- each	10,00,00,000	10,00,00,000
	Issued, Subscribed & Paid up :		
	54,17,232 (Previous year 54,17,232) Equity Shares of ₹ 10/- each, fully paid up	5,41,72,320	5,41,72,320
	Less : Calls in arrears by other than Directors & Officers	49,000	49,500
	Total	5,41,23,320	5,41,22,820
2.2	Reconciliation of number of Shares outstanding is as set out below :		
		March 31, 2014	March 31, 2013
		No. of Shares	No. of Shares
	Equity Shares outstanding at the beginning of the year	54,17,232	54,17,232
	Add : Shares Issued on exercise of Employees Stock Options	-	-
	Equity Shares outstanding at the end of the Year	54,17,232	54,17,232

Name of Shareholder	March 31, 2014		March 31, 2013	
	No. of Shares	% held	No. of Shares	% held
2.3	Details of Shareholders holding more than 5% Shares in the Company			
ABC Financial Services Private Limited	8,11,707	14.98	8,11,707	14.98
Mrs. Nirmal Agarwal & Mr Ashish Agarwal [As partner of M/s. Assam Bengal Carriers]	9,63,859	17.79	5,73,859	10.59
Jhunjhunwala Glass Limited [On account of shares pledged by Mrs. Nirmal Agarwal, Partner of M/s. Assam Bengal Carriers]	-	-	3,90,000	7.20
Prabhu Dhan Investments Private Limited	3,38,625	6.25	3,38,625	6.25

- 2.4** The Company has reserved issuance of 1,10,130 (Previous year 1,10,130) equity shares of ₹ 10 each for exercise or grant of options under Employee Stock Option Scheme to eligible employees. As per the terms of the Stock Option Scheme, 2007 of the Company, options vesting on or before 01/11/2008 can be exercised @ ₹ 50/- per equity shares and option vesting after 01/11/2008 can be exercised @ ₹ 55/- per equity share. The options granted vest over a maximum period of 3 years from the date of grant.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
3.0 RESERVES & SURPLUS		
Capital Reserve		
As per last Balance Sheet	5,66,58,424	5,85,48,556
Less : 1) Written up amount of assets sold transferred to General Reserve	1,31,68,371	6,27,321
2) Depreciation / Amortisation on written up amount of assets transferred to Statement of Profit & Loss	11,09,669	12,62,811
Sub-Total	4,23,80,384	5,66,58,424
Securities Premium Reserve		
As per last Balance Sheet	2,57,05,080	2,57,05,080
Add : On Issue of Shares	-	-
Sub-Total	2,57,05,080	2,57,05,080
General Reserve		
As per last Balance Sheet	22,39,58,577	19,33,31,256
Add : 1) Written up amount of assets sold transferred from Capital Reserve	1,31,68,371	6,27,321
2) Transferred from Surplus	-	3,00,00,000
Sub-Total	23,71,26,948	22,39,58,577
Surplus as per Statement of Profit & Loss		
As per last Balance Sheet	13,83,90,265	11,41,73,571
Add : Profit for the Year	41,52,433	6,19,62,608
Adjustment for earlier years	-	16,98,150
Sub-Total	14,25,42,698	17,78,34,329
Less : Appropriations		
1) Transfer to General Reserve	-	3,00,00,000
2) Proposed Dividend on Equity Share [Dividend per Share ₹ 1.00 (Previous Year ₹ 1.50)]	54,17,232	81,25,848
3) Provision for Dividend Distribution Tax	9,20,659	13,18,216
Sub-Total	13,62,04,807	13,83,90,265
Total	44,14,17,219	44,47,12,346

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
4.0 LONG TERM BORROWINGS		
Term Loans		
Secured		
Against hypothecation of related Vehicles & Ship (Barge)		
Terms of Repayment : 20 to 60 Equalised Monthly Instalments / 12 Equalised quarterly Instalments in tenure of loans		
a) From Banks	11,36,44,660	13,07,30,669
(Aggregate amount of loans guaranteed by Chairman and / or Managing Director ₹ 10,84,54,790/-) (Previous year ₹ 12,29,42,538/-)		
b) From Other Parties	6,15,34,687	10,90,57,506
(Aggregate amount of loans guaranteed by Managing Director ₹ 6,05,60,270/-) (Previous year ₹ 10,78,56,993/-)		
Sub-Total	17,51,79,347	23,97,88,175
Unsecured		
a) From Banks	-	14,68,349
(Entire amount of loan guaranteed by Managing Director) (Terms of Repayment : 24 Equalised Monthly Installments in tenure of loan)		
b) From Other Parties	4,23,63,101	3,54,38,574
(Aggregate amount of loans guaranteed by Chairman and /or Managing Director ₹ 3,33,63,101/-) (Previous year ₹ 3,54,38,574/-) (Terms of Repayment : 120 Equalised Monthly Instalments in tenure of loan)		
Public Deposits (Unsecured)	1,77,56,000	1,55,19,000
(Terms of repayment : 1-3 Year at interest rate between 11.5% - 12.5% p.a)		
Interest accrued but not due on Public Deposits	6,05,644	2,04,395
Sub Total	6,07,24,745	5,26,30,318
Total	23,59,04,092	29,24,18,493
Less : Current maturities of Long term borrowings classified as Other Current Liabilities (Refer Note No. 9) [(Including Interest accrued but not due on Public Deposit ₹ 6,05,644/- (Previous year ₹ 96,080/-)]	12,61,32,950	9,85,98,852
Total	10,97,71,142	19,38,19,641

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
5.0 DEFERRED TAX LIABILITIES		
Arising on account of Depreciation	5,74,29,080	6,57,54,535
Total	5,74,29,080	6,57,54,535
6.0 OTHER LONG TERM LIABILITIES		
Buyers' Credit arrangements	-	3,76,74,550
Total	-	3,76,74,550
7.0 SHORT TERM BORROWINGS		
Secured – Loans repayable on demand :		
Overdraft / Cash credit facility from banks :		
a) State Bank of India (Secured by exclusive charge on book debts & movable current assets excluding inventory; and mortgage of specific immovable properties)		
- Cash Credit Facility	15,34,64,044	6,77,74,726
- Foreign Currency Loans (Entire amount of loans have been guaranteed by Chairman & Managing Director)	-	10,98,65,000
b) United Bank Of India (Secured against equitable mortgage of specified Immovable properties, first charge by way of hypothecation of unencumbered Plant & Machinery) (Entire amount of loans have been guaranteed by Chairman)	12,00,64,768	10,48,47,820
c) Indian Overseas Bank (Secured by equitable mortgage of specific immovable properties) (Entire amount of loans have been guaranteed by Chairman, Managing Director)	3,72,65,604	1,88,60,626
Sub-Total	31,07,94,416	30,13,48,172
Unsecured – Loans :	10,90,00,000	15,00,00,000
Inter Corporate Deposits – From parties other than Banks (Terms of Repayment : 60-180 days at interest rate between 9% - 18% p.a)		
Total	41,97,94,416	45,13,48,172

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
8.0 TRADE PAYABLES		
For Goods and Services	4,19,37,314	6,49,96,674
Total	4,19,37,314	6,49,96,674

- 8.1 There are no dues to Micro and Small Enterprises determined to the extent such parties have been identified on the basis of information available with the Company as at 31 March, 2014 which require disclosure under the Micro, Small and Medium Enterprises Development Act, 2006.

	March 31, 2014 ₹	March 31, 2013 ₹
9.0 OTHER CURRENT LIABILITIES		
Current Maturities of Long term borrowings (Refer Note. 4)	12,55,27,306	9,85,02,772
Interest accrued but not due on Borrowings	11,52,278	14,24,513
Interest accrued but not due on Public Deposits	6,05,644	96,080
Unpaid & Unclaimed Dividends	12,22,251	8,79,197
Other Payables		
Statutory Dues	80,02,334	36,83,663
Security Deposits	1,36,29,268	1,50,42,651
Advance from customers	3,06,05,539	2,83,19,894
Banks (due to reconciliation)	3,21,214	-
Total	18,10,65,834	14,79,48,770

10.0 SHORT TERM PROVISIONS
Provisions for Employee Benefits :

Provision for Leave Encashment	34,45,416	38,80,319
Provision for Gratuity	2,56,492	6,23,676

Other Provisions :

Proposed Dividend	54,17,232	81,25,848
Dividend Distribution Tax	22,38,875	13,18,216
Income Tax	20,00,000	2,99,00,000
Total	1,33,58,015	4,38,48,059

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)
11.0 FIXED ASSET

Description of Assets	Gross Block				Depreciation/Amortisation			Net Block		
	Cost as at 1st April, 2013 ₹	Additions during the year ₹	Sales/Adjustment ₹	Cost as at 31st March 2014 ₹	Up to 31st March, 2013 ₹	For the year ₹	Sales/Adjustment ₹	Upto 31st March, 2014 ₹	As on 31st March, 2014 ₹	As on 31st March, 2013 ₹
Tangible Assets										
Land :										
Freehold	12,54,66,269	96,13,200	4,36,58,125	9,14,21,344	-	-	-	-	9,14,21,344	12,54,66,269
Leasehold	2,15,45,576	-	-	2,15,45,576	22,68,664	1,24,399	-	23,93,063	1,91,52,513	1,92,76,912
Buildings	17,02,90,288	-	2,26,21,718	14,76,68,570	8,10,10,898	51,55,926	1,70,03,344	6,91,63,480	7,85,05,090	8,92,79,390
Plant & equipment	7,48,20,838	35,54,742	31,52,946	7,52,22,634	2,86,10,865	56,58,305	20,78,293	3,21,90,877	4,30,31,757	4,62,09,973
Furniture & Fixtures	3,76,22,142	45,52,369	-	4,21,74,511	1,54,38,950	18,56,028	-	1,72,94,978	2,48,79,533	2,21,83,192
Vehicles	54,32,06,343	20,74,630	1,33,96,209	53,18,84,764	22,66,57,600	7,49,87,609	63,30,720	29,53,14,489	23,65,70,275	31,65,48,743
Office Equipment	1,30,23,427	14,85,550	63,26,689	81,82,288	61,04,050	5,37,294	46,08,489	20,32,855	61,49,433	69,19,377
Ships (Barge)	3,49,84,405	-	-	3,49,84,405	64,13,808	34,98,441	-	99,12,249	2,50,72,156	2,85,70,597
Total : Tangible Assets	1,02,09,59,288	2,12,80,491	8,91,55,687	95,30,84,082	36,65,04,835	9,18,18,002	3,00,20,846	42,83,01,991	52,47,82,101	65,44,54,453
Intangible Assets										
Computer Software	44,71,652	-	-	44,71,652	21,06,861	6,41,042	-	27,47,903	17,23,749	23,64,791
Total : Intangible Assets	44,71,652	-	-	44,71,652	21,06,861	6,41,042	-	27,47,903	17,23,749	23,64,791
Total	1,02,54,30,940	2,12,80,491	8,91,55,687	95,75,55,744	36,86,11,696	9,24,59,044	3,00,20,846	43,10,49,894	52,65,05,850	65,68,19,244
Previous Year	1,03,76,65,403	2,94,50,080	4,16,84,543	1,02,54,30,940	29,27,65,546	9,66,56,197	2,08,10,047	36,86,11,686	65,68,19,244	

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
12.0 NON-CURRENT INVESTMENTS		
Trade Investments (Valued at Cost)		
In Equity Shares : Unquoted (Fully Paid up)		
Investment in Subsidiary		
Nil (Previous year 50,000 Equity Shares ₹ 10/- each) of ABC Skyline Limited	-	5,00,000
Sub-Total	-	5,00,000
Non-Trade Investments (valued at cost, unless otherwise stated)		
In Equity Shares : Unquoted (Fully Paid up)		
55,000 (Previous year 55,000) Equity Shares of Rs 10/- each of Nissin ABC Logistics Private Limited	5,50,000	5,50,000
49,500 (Previous year 49,500) Equity Shares of ₹ 10/- each of Utsav Prakashan Limited (in liquidation)	4,95,000	4,95,000
50,000 (Previous year 50,000) Equity Shares of ₹ 10/- each of G. L. Media Services Private Limited	5,00,000	5,00,000
Sub-Total	15,45,000	15,45,000
Total (A)	15,45,000	20,45,000
Less : Provision for diminution in value of investment in Shares of Utsav Prakashan Limited		
Total (B)	4,95,000	4,95,000
Total (A-B)	10,50,000	15,50,000
13.0 LONG TERM LOANS & ADVANCES		
Capital Advances		
Unsecured, considered good	1,49,13,649	1,52,33,185
Total	1,49,13,649	1,52,33,185
14.0 OTHER NON-CURRENT ASSETS		
Surplus of gratuity plan fund	-	1,44,925
MAT credit entitlement	1,80,73,000	1,60,73,000
Total	1,80,73,000	1,62,17,925

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
15.0 CURRENT INVESTMENTS		
In Partnership Firm	(2,77,26,057)	(1,47,89,289)
Total	(2,77,26,057)	(1,47,89,289)
15.1 Particulars		
Name of the Partnership Firm : M/s. Assam Bengal Carriers		
Total Capital of the Firm	(10,52,36,782)	(6,84,88,150)
Name of Partners	Share of Partners in Profit/Loss (%)	
M/s. ABC India Limited	2	2
Mrs. Nirmal Agarwal	20	20
Mrs. Sweta Agarwal	20	20
Mr. Ashish Agarwal	19	19
M/s. Anand Kumar Agarwal & Sons- HUF	19	19
Mrs. Kadambari Kapoor	20	20
Total	100	100
	March 31, 2014 ₹	March 31, 2013 ₹
16.0 INVENTORIES		
Stock-in-Trade	46,39,317	47,39,748
(Valued at cost or net realisable value which ever is lower)		
Total	46,39,317	47,39,748
17.0 TRADE RECEIVABLES		
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment	28,14,71,773	35,09,95,316
Others	30,79,09,433	30,52,19,237
Sub Total	58,93,81,206	65,62,14,553
Less : Provision for bad and doubtful debts	28,72,688	28,72,688
Total	58,65,08,518	65,33,41,865

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
18.0 CASH AND BANK BALANCES		
Cash and Cash equivalents :		
a) Balances with Banks	48,35,056	1,06,55,716
b) Cash on Hand	1,45,32,363	92,38,461
Sub Total (A)	1,93,67,419	1,98,94,177
Other Bank balances :		
Earmarked balances with Banks		
Unclaimed Dividend	12,22,251	8,79,197
Fixed term deposits pledged with banks towards margin money against Guarantees ₹ 1,50,74,591/- (Previous Year ₹ 1,45,35,565/-) of which having more than 12 months' maturity amounts to ₹ 30,86,454/- (Previous year ₹ 60,24,815/-)	2,06,45,451	2,66,47,583
Sub Total (B)	2,18,67,702	2,75,26,780
Total (A+B)	4,12,35,121	4,74,20,957
19.0 SHORT-TERM LOANS & ADVANCES		
Unsecured, considered good		
To related parties (Refer Note No. 28)	1,46,48,540	1,01,12,500
To others :		
Advance to Employees	20,29,495	19,49,233
Prepaid Expenses	6,40,051	32,043
Other Advances	8,05,31,378	4,62,69,394
Income Tax deducted at sources & Refunds (including ₹ 140,000/- seized by Income Tax Department)	2,11,19,213	3,54,08,377
Other Deposits	3,47,28,265	2,99,20,385
Total	15,36,96,942	12,36,91,932
20.0 REVENUE FROM OPERATIONS		
From transportation and contract jobs	1,11,03,49,212	1,26,03,06,915
Rent	2,04,27,294	2,62,16,430
Sub Total	1,13,07,76,506	1,28,65,23,345
Sale of petroleum products	50,93,54,426	51,39,91,379
Total	1,64,01,30,932	1,80,05,14,724

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
21.0 OTHER INCOME		
Interest Income	36,31,021	24,85,088
Dividend on long-term investments	1,92,500	7,92,000
Other non-operating income	43,41,829	27,31,347
Total	81,65,350	60,08,435
22.0 CHANGES IN INVENTORIES OF STOCK IN TRADE		
Stock-in-Trade		
Closing Stock	46,39,317	47,39,748
Less: Opening Stock	47,39,748	73,15,291
Total	1,00,431	25,75,543
23.0 EMPLOYEE BENEFIT EXPENSE		
Salaries, wages, bonus and allowances		
For employees covered under ESI Scheme	1,92,88,098	2,09,04,477
For others	7,03,26,344	8,35,94,892
Contribution to Provident & Other funds	58,20,227	57,40,689
Contribution to / Provision for Gratuity fund	19,37,870	37,10,896
Staff welfare expenses	1,06,96,572	1,16,01,389
Total	10,80,69,111	12,55,52,343
24.0 OTHER EXPENSES		
Rent	3,26,09,860	2,75,64,919
Rates and taxes, excluding, taxes on income	1,28,70,888	1,31,09,912
Service tax	1,32,85,043	1,94,59,928
Electricity Charges	39,57,686	39,64,027
Bank charges	49,01,435	56,60,563
Net loss on foreign currency transactions & translation	1,84,700	29,27,099
Insurance	60,21,548	81,41,496
Petrol pump Operating expenses	90,82,521	87,47,591
Sundry Balances written off	12,30,025	2,49,481
Miscellaneous expenses	5,71,40,870	6,87,93,510
Repairs to building	10,73,050	22,24,121
Charity and donations	14,18,938	12,37,733
Payment to Auditors		
a. As auditor	4,49,440	4,49,440
b. For taxation matters	1,12,360	1,68,540
c. Other services	7,979	47,303
Total	14,43,46,343	16,27,45,663

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
25.0 INTEREST AND OTHER FINANCE COST		
Interest expense	8,68,10,916	10,48,89,885
Other borrowing cost	3,43,249	11,500
Applicable loss on foreign currency transactions and translation	44,79,879	61,86,246
Total	9,16,34,044	11,10,87,631
26.0 DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation / Amortisation (Refer Note no. 11)	9,24,59,044	9,66,56,197
Less : Amount transferred from capital reserve being depreciation/ amortisation on written up amount of assets	11,09,669	12,62,811
Total	9,13,49,375	9,53,93,386
27.0 EXCEPTIONAL ITEMS		
Profit from sale of investment in joint venture	-	15,96,19,229
Profit on sale of Investment in subsidiary	(75,500)	-
Profit on sale of assets (Net)	13,96,01,008	26,18,203
Total	13,95,25,508	16,22,37,432

28.0 OTHER NOTES ON FINANCIAL STATEMENTS
28.1 Contingent Liabilities & Commitments (to the extent not provided for)

Contingent Liabilities	March 31, 2014 (₹)	March 31, 2013 (₹)
Guarantees and Counter guarantees	10,12,24,490	10,46,82,321

The Company may be contingently liable in respect of various court cases filed by / or against the Company, amount of which is unascertainable.

Capital Commitments

Estimated amount is not ascertainable for contracts remaining to be executed on capital account against which advance of ₹ 1,49,13,649/- (P.Y. ₹ 1,52,33,185/-) has been made.

28.2 Value of imports calculated on C.I.F. basis by the Company during the financial year

Particulars	March 31, 2014 (₹)	March 31, 2013 (₹)
Computer Software	Nil	2,34,009
Total	Nil	2,34,009

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)**28.3 Expenditure in foreign currency during the financial year**

Particulars	March 31, 2014 (₹)	March 31, 2013 (₹)
Travelling expenses	10,86,359	17,54,719
Shipment expenses	6,79,220	Nil
Others	4,98,978	15,47,258

28.4 Earnings in Foreign Exchange during the financial year

Particulars	March 31, 2014 (₹)	March 31, 2013 (₹)
Freight	6,50,280	4,55,689
Sale of Investment in Joint Venture	Nil	16,30,20,000

28.5 Books of accounts for Branches

The books of accounts for all branches are being maintained at company's office at Kolkata on the basis of data, statements, vouchers etc. received from accounting centers, which have been checked by internal auditors thereat.

28.6 Bad Debts

Bad debts are ascertained by the management, each year after due consideration and are accordingly written off. During the year ₹ 12,30,025/- (Previous Year ₹ 2,49,481/-) has been so written off.

28.7 Balances of Trade Receivables, Advances & Deposits

Balances of Trade Receivables, Advances & Deposits are subject to confirmation from the respective parties.

28.8 Petrol Pump at Pune

The Company's petrol pump at Pune is being administered and operated under an agreement by a party where the Company is entitled to fixed monthly income and such party has to bear operating expenses including bad debts and losses, if any, besides making arrangements of funds.

28.9 Defined Benefit Plan as per AS-15 Employee Benefits

In respect of Defined Benefit Plan, necessary disclosures are as under :

Reconciliation of Defined Benefit Obligation

Particulars	March 31, 2014 (₹)	March 31, 2013 (₹)
Present Value of Defined Benefit Obligation as at 31.03.2013	1,83,38,020	1,67,79,146
Current Service Cost	11,41,211	12,36,864
Interest Cost	15,06,437	13,27,052
Employee Contributions	-	-
Past Service Cost (Vested Benefit)	-	-
Past Service Cost (Non Vested Benefit)	-	-
Amalgamations	-	-
Curtailment Cost / (Credit)	-	-
Settlement Cost / (Credit)	-	-
Actual Benefit Payment	(1,59,519)	(31,16,343)
Actuarial Losses / (Gains)	(13,16,505)	21,11,301
Present Value of Defined Benefit Obligation as at 31.03.2014	1,95,09,644	1,83,38,020

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)
Reconciliation of Fair Value of Plan Assets

Particulars	March 31, 2014 (₹)	March 31, 2013 (₹)
Fair Value of Plan Assets as at 31.03.2013	1,78,59,269	1,93,24,808
Expected Return on Plan Assets	14,22,484	14,23,828
Contributions	-	2,514
Actual Benefits Payments from Plan Assets	(1,59,519)	(31,16,343)
Amalgamations	-	-
Settlements	-	-
Actuarial Gains / (Losses)	1,30,918	2,24,462
Fair Value of Plan Assets as at 31.03.2014	1,92,53,152	1,78,59,269
Discount Rate Applied	9.00%	8.25%

Amount Recognized in Balance Sheet

Present Value of Defined Benefit Obligation	1,95,09,644	1,83,38,020
Fair Value of Plan Assets	(1,92,53,152)	(1,78,59,269)
Funded Status - (Surplus) / (deficit)	2,56,492	4,78,751
Unrecognized Past Service (Costs) / Credit	-	-
Para 59 (b) Limit	-	-
Liability / (Asset) recognized in Balance Sheet	2,56,492	4,78,751
Estimated Future Term Liability (Decrement - adjusted)	18.42	19.49

Current and Non-current Liability

Current Liability	-	6,23,676
Non-current Liability	2,56,492	(1,44,925)
Total	2,56,492	4,78,751

Amount Recognized in Statement of Profit and Loss

Current Service Cost (including risk premiums for fully insured benefits)	11,41,211	12,36,864
Interest Cost	15,06,437	13,27,052
Expected return on Plan Assets	(14,22,484)	(14,23,828)
Employee Contributions	-	-
Past Service Cost – Vested Benefit	-	-
Past Service Cost – Non Vested Benefit	-	-
Effect of Limit in Para 59 (b)	-	-
Settlement Cost / (Credit)	-	-
Actuarial Losses / (Gains)	(14,47,423)	18,86,838
Total employer expense for the year as per actuarial valuation	(2,22,259)	30,26,926

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)
The Financial Assumptions used in Actuarial Valuation

Particulars	March 31, 2014 (%)	March 31, 2013 (%)
Discount rate	9.00	8.25
Expected return on assets	8.00	8.00
Salary escalation	5.00	5.00

Summary of the Active Members of the Scheme

Particulars	March 31, 2014	March 31, 2013
No. of active members	361	412
Average monthly salary (INR)	11935	9409
Average age (years)	38.15	36.98
Average past service (years)	11.54	10.51

Withdrawal Rate as per Actuarial Valuation

Particulars	March 31, 2014 (%)	March 31, 2013 (%)
Below 25	0.5	0.5
Ages from 25-29	0.3	0.3
Ages from 30-34	0.2	0.2
Ages from 35-49	0.1	0.1
Ages from 50-54	0.2	0.2
Above 54	0.3	0.3

28.10 Segment Reporting

The Company has two segments namely Freight and service division, and Petrol Pump division in terms of Accounting Standard-17 issued by the The Institute of Chartered Accountants of India. The required disclosure are as follows :

(Amount in ₹)

Particulars	Freight & Services		Petrol Pump		Unallocated		Total	
	31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13
Net Segment Revenue	1,13,07,76,506	1,28,87,54,399	50,93,54,426	51,39,91,379	14,76,90,858	16,60,14,813	1,78,78,21,790	1,96,87,60,591
Net Segment Result	6,51,75,349	10,12,20,951	8,21,530	8,21,530	-	-	6,59,96,879	10,20,42,481
Less: Interest		-		-	9,16,34,044	11,10,87,631	9,16,34,044	11,10,87,631
Less : Unallocated Income net of unallocated Expenses		-		-	(2,14,64,137)	(8,47,93,156)	(2,14,64,137)	(8,47,93,156)
Profit before Tax		-		-	(41,73,028)	7,72,61,278	(41,73,028)	7,72,61,278
Other Information								
Segment Assets	1,21,48,82,291	1,38,02,93,583	1,34,33,327	1,28,01,747	9,05,74,219	11,11,30,238	1,31,88,89,837	1,50,42,25,568
Segment Liabilities	8,10,55,997	9,97,53,033	1,18,84,499	1,13,27,486	7,35,64,516	11,14,44,154	16,65,05,012	22,25,24,673
Capital Expenditure	1,68,12,090	2,19,37,562	-	-	44,68,398	75,12,518	2,12,80,488	2,94,50,080
Depreciation	1,53,67,241	9,09,71,192	18,470	18,470	7,59,63,664	44,03,724	9,13,49,375	9,53,93,386

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

- Segment Assets & Liabilities, as well as revenue & expenses are directly attributable to the segment.
- All Unallocated assets & liabilities and revenue & expenses are treated separately.
- There are no separate reportable secondary segments.
- Accounting policies of the segment are the same as those described in summary of significant accounting policies as set out in Note No. 1.

28.11 Related party disclosures
Name of related parties

Subsidiary(Erstwhile)	ABC Skyline Limited
Associates	1. Boruka Properties Private Limited
	2. Boruka Public Welfare Trust
	3. Utsav Prakashan Limited
	4. Assam Bengal Carriers Limited
	5. M/S. Assam Bengal Carriers
	6. Gusto Imports Private Limited
Joint Ventures(Erstwhile)	Nissin ABC Logistics Private Limited
Key Management Personnel & their relatives	Mr. Anand Kumar Agarwal
	Mr. Ashish Agarwal
	Dr. Ashok Agarwal

Transactions with related parties

Particulars	Subsidiary		Associates		Erstwhile Joint Ventures		Key Management Personnel & their relatives		Total	
	March 31, 2014 (₹)	March 31, 2013 (₹)	March 31, 2014 (₹)	March 31, 2013 (₹)	March 31, 2014 (₹)	March 31, 2013 (₹)	March 31, 2014 (₹)	March 31, 2013 (₹)	March 31, 2014 (₹)	March 31, 2013 (₹)
Investment of capital during the year	-	-	19,37,82,813	13,36,81,169	-	-	-	-	19,37,82,813	13,36,81,169
Withdrawal of capital during the year	-	-	20,64,73,700	21,70,10,150	-	-	-	-	20,64,73,700	21,70,10,150
Transportation receipt	-	-	-	-	-	4,02,45,766	-	-	-	4,02,45,766
Transportation related payment	-	-	2,11,21,018	2,81,21,304	-	1,79,22,763	-	-	2,11,21,018	4,60,44,067
Reimbursement towards expenses	-	-	-	-	-	1,13,63,916	-	-	-	1,13,63,916
Advance taken	-	-	82,47,996	3,30,000	-	-	-	-	82,47,996	3,30,000
Advance given	-	-	27,84,036	3,60,000	-	-	-	-	27,84,036	3,60,000
Dividend received	-	-	-	-	-	7,92,000	-	-	-	7,92,000
Rent Expense	-	-	18,00,000	22,40,000	-	-	-	-	18,00,000	22,40,000
Rent Income	-	-	80,904	80,904	-	1,91,010	-	-	80,904	2,71,914
Donation Paid	-	-	-	5,00,000	-	-	-	-	-	5,00,000

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

Particulars	Subsidiary		Associates		Erstwhile Joint Ventures		Key Management Personnel & their relatives		Total	
	March 31, 2014 (₹)	March 31, 2013 (₹)	March 31, 2014 (₹)	March 31, 2013 (₹)	March 31, 2014 (₹)	March 31, 2013 (₹)	March 31, 2014 (₹)	March 31, 2013 (₹)	March 31, 2014 (₹)	March 31, 2013 (₹)
Building Maintenance Charges			2,01,123	1,79,944	-	-	-	-	2,01,123	1,79,944
Salary/ Remuneration	-	-	-	-	-	-	1,00,62,706	96,27,909	1,00,62,706	96,27,909
Share of profit/(loss) from Firms	-	-	(2,45,881)	(1,45,078)	-	-	-	-	(2,45,881)	(1,45,078)
Outstanding Advance (given) as at the year ended	-	-	1,46,48,540	1,01,12,500	-	-	-	-	1,46,48,540	1,01,12,500
Investment in Firm	-	-	(2,77,26,057)	(1,47,89,289)	-	-	-	-	(2,77,26,057)	(1,47,89,289)
Closing Balance of Investment	-	5,00,000	-	-	-	5,50,000	-	-	-	10,50,000

28.12 The investment in erstwhile subsidiary company ABC Skyline Limited has been sold and hence as the company has no interest in the subsidiary.

28.13 Previous year figures have been regrouped / rearranged / reworked / reclassified wherever necessary and figures in brackets in Balance Sheet, Statement of Profit & Loss and Notes thereto are negative figures.

Note to Financial Statements No. 1 to 28 are attached to and forming part of the Balance Sheet as at March 31, 2014 and Statement of Profit & Loss for the year ended on that date and have been signed for the purpose of identification.

For AGARWAL KEJRIWAL & CO.*Chartered Accountants*

Firm Reg. No. 316112E

MAHADEV AGARWAL*Partner*

Membership No. 52474

Place : Kolkata

Dated : May 29, 2014

ANAND KUMAR AGARWAL*Chairman***V. K. JAIN***Director***S. K. PRANSUKHKA***Chief Financial Officer***A. K. THIRANI***Company Secretary*

CONSOLIDATED INDEPENDENT AUDITORS' REPORT

To The Board of Directors

ABC India Limited

We have audited the accompanying Consolidated Financial Statements of ABC India Limited ('the Company') and its Subsidiary, viz. ABC Skyline Limited hereinafter referred to as "the Group" which comprise the Consolidated Balance Sheet as at 31st March, 2014, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information which we have signed under reference to this report.

Management's Responsibility for the consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flow of the Group in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and free from material misstatement, whether due to fraud and error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our Audit. We conducted our audit in accordance with the auditing standards and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants Of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

We report that the consolidated financial statements have been prepared by the company's management in accordance with the requirements of Accounting Standard (AS)-21-Consolidated Financial Statements and AS-23 Accounting for Investment in Associates in Consolidated Financial Statement read with General Circular No. 15/3013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Sec 133 of the Companies Act, 2013.

In our opinion and to the best of our information and according to the explanations given to us, the Consolidated Financial Statements together with notes thereto give a true and fair view in conformity with accounting principles generally accepted in India:

- (a) in the case of Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2014;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flow for the year ended on that date.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner

Membership No. : 52474

Place : Kolkata

Date : 29th May, 2014

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	As at March 31, 2014 ₹	As at March 31, 2013 ₹
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	5,41,23,320	5,41,22,820
Reserves and Surplus	3	44,14,17,219	44,46,60,760
Non-Current Liabilities			
Long-term borrowings	4	10,97,71,142	19,38,19,641
Deferred tax liabilities	5	5,74,29,080	6,57,54,535
Other long term liabilities	6	–	3,76,74,550
Current Liabilities			
Short-term borrowings	7	41,97,94,416	45,13,48,172
Trade Payables	8	4,19,37,314	6,50,07,910
Other current liabilities	9	18,10,65,834	14,79,48,770
Short-term provisions	10	1,33,58,015	4,38,48,059
Total		1,31,88,96,340	1,50,41,85,217
ASSETS			
Non-current assets			
Fixed assets	11		
Tangible assets		52,47,82,101	65,44,54,453
Intangible assets		17,23,749	23,64,791
Non-current investments	12	10,50,000	10,50,000
Long term loans and advances	13	1,49,13,649	1,52,33,185
Other non-current assets	14	1,80,73,000	1,62,41,925
Current assets			
Current Investments	15	(2,77,26,057)	(1,47,89,289)
Inventories	16	46,39,317	47,39,748
Trade receivables	17	58,65,08,518	65,33,41,865
Cash and bank balances	18	4,12,35,121	4,78,56,607
Short-term loans and advances	19	15,36,96,942	12,36,91,932
Total		1,31,88,96,340	1,50,41,85,217
Significant Accounting Policies	1		
Other Notes on Financial Statements	28		

As per our report of even date attached.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants

Firm Reg. No. 316112E

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated : May 29, 2014

ANAND KUMAR AGARWAL

Chairman

V. K. JAIN

Director

S. K. PRANSUKHKA

Chief Financial Officer

A. K. THIRANI

Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	For the year ended March 31, 2014 ₹	For the year ended March 31, 2013 ₹
Income :			
Revenue from operations	20	1,64,01,30,932	1,80,05,14,724
Other Income	21	81,65,350	60,08,435
Total Revenue		1,64,82,96,282	1,80,65,23,159
Expenses :			
Purchase of Stock-in-Trade		49,93,31,473	50,18,28,246
Expenditure relating to transportation & services		85,71,64,035	89,23,16,503
Changes in inventories of Stock-in-Trade	22	1,00,431	25,75,543
Employee benefits expense	23	10,80,69,111	12,55,52,343
Other expenses	24	14,43,46,343	16,27,69,889
Total Expenses		1,60,90,11,393	1,68,50,42,524
Profit before exceptional items, interest, depreciation and amortization		3,92,84,889	12,14,80,635
Interest and Other Finance cost	25	9,16,34,044	11,10,87,631
Depreciation and amortisation expense	26	9,13,56,042	9,54,01,386
		18,29,90,086	20,64,89,017
Profit before exceptional items and Tax		(14,37,05,197)	(8,50,08,382)
Exceptional items	27	13,95,83,761	16,22,37,432
Profit before tax		(41,21,436)	7,72,29,050
Tax expense :			
Current tax		20,00,000	1,55,00,000
Less : Mat Credit Entitlement		20,00,000	29,73,000
Net Current Tax		-	1,25,27,000
Deferred tax		(83,25,455)	27,71,668
Profit for the year		42,04,019	6,19,30,382
Earning per equity share [Nominal Value ₹ 10/- each]			
Weighted Average Number of Ordinary Shares		54,17,232	54,17,232
Basic and Diluted		0.78	11.75
Significant Accounting Policies	1		
Other Notes on Financial Statement	28		

As per our report of even date attached.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants

Firm Reg. No. 316112E

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated : May 29, 2014

ANAND KUMAR AGARWAL

Chairman

V. K. JAIN

Director

S. K. PRANSUKHKA

Chief Financial Officer

A. K. THIRANI

Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	(41,21,436)	7,72,29,050
Adjusted for :		
Prior period expenditure	—	—
Net profit before tax and Extra-ordinary items	<u>(41,21,436)</u>	<u>7,72,29,050</u>
Adjusted for :		
Depreciation	9,13,56,042	9,54,01,386
Transfer from Surplus Plan Fund	(2,22,259)	30,24,413
Interest Received	(36,31,021)	(24,85,088)
Interest paid	8,68,10,916	10,48,89,885
Leave Encashment	(4,34,903)	4,58,081
(Profit)/Loss on sale/ theft of fixed asset	(13,96,01,008)	(26,18,203)
(Profit)/Loss from Partnership firm	(2,45,881)	(1,45,077)
Dividend Received	(1,92,500)	(7,92,000)
Previous year adjustments	17,332	—
	<u>3,38,56,718</u>	<u>19,77,33,397</u>
Operating profit before working capital changes	2,97,35,282	27,49,62,447
Adjusted for Increase/Decrease in		
Trade and other receivable	6,68,33,348	(1,95,78,357)
Loans advances and deposits	(2,96,85,474)	5,23,98,986
Inventories	1,00,431	25,75,543
Trade Payable	1,00,46,468	(10,73,30,026)
	<u>4,72,94,773</u>	<u>(7,19,33,854)</u>
Cash generated from operation	7,70,30,055	20,30,28,593
Direct taxes paid	(2,99,00,000)	(1,94,01,849)
Cash flow before extra ordinary items	4,71,30,055	18,36,26,744
Net prior period adjustment	—	—
Net cash from operating activities	<u>4,71,30,055</u>	<u>18,36,26,744</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchases of fixed assets	(2,12,80,491)	(2,94,50,080)
Sale of Investments	—	20,90,000
Sale of Fixed Assets	19,87,35,849	2,34,92,699
Capital (Deposit) / Withdrawn from Partnership firm	1,31,82,649	8,36,19,136
Interest Received	36,31,021	24,85,088
Dividend Received	1,92,500	7,92,000
Net cash used in Investing activities	<u>19,44,61,528</u>	<u>8,30,28,843</u>

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

Particulars	For the year ended 31st March, 2014 ₹	For the year ended 31st March, 2013 ₹
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital	500	-
Proceeds from borrowing (Net)	(11,56,02,255)	(18,51,71,514)
Other long term liabilities	(3,76,74,550)	21,15,922
Interest paid	(8,68,10,916)	(10,48,89,885)
Dividend Paid	(81,25,848)	(94,44,064)
Net cash used in Financing activities	<u>(24,82,13,069)</u>	<u>(29,73,89,541)</u>
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	(66,21,486)	(3,07,33,954)
Cash and Cash Equivalents (Opening Balance) (Refer Note - 18)	4,78,56,607	7,85,90,561
Cash and Cash Equivalents (Closing Balance) (Refer Note - 18)	<u>4,12,35,121</u>	<u>4,78,56,607</u>

Note : (1) The above cash flow has been prepared under the "Indirect Method" as set out in the accounting Standard-3 issued by the Institute of Chartered Accountants of India.

(2) Cash and Cash Equivalents include : Cash and Bank Balances

As per our report of even date attached.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants
Firm Reg. No. 316112E

MAHADEV AGARWAL
Partner

Membership No. 52474
Place : Kolkata
Dated : May 29, 2014

ANAND KUMAR AGARWAL
Chairman

V. K. JAIN
Director

S. K. PRANSUKHKA
Chief Financial Officer

A. K. THIRANI
Company Secretary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014
Note No. 1 : SIGNIFICANT ACCOUNTING POLICIES
1.1 Basis of Consolidation

The subsidiary namely ABC Skyline Limited was disposed off on 30th January 2014. The company has no other subsidiary. As per Accounting Standard -21 issued by The Institute of Chartered Accountants of India, the results of operation of the erstwhile subsidiary are included in the Consolidated Statement of Profit and Loss until the date of cessation of the relationship and the difference between the proceeds from the disposal of investment in the erstwhile subsidiary and the carrying amount of its assets less liability upto the date of disposal is recognised in the consolidated statement of Profit and Loss as the loss on disposal of the investment in subsidiary.

1.2 Investments other than in subsidiary and joint venture have been accounted as per Accounting Standard (AS) 13 - "Accounting for Investments"
1.3 Other Significant Accounting Policies

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

	March 31, 2014 ₹	March 31, 2013 ₹
2.0 SHARE CAPITAL		
2.1 Share Capital		
Authorised Share Capital :		
1,00,00,000 (Previous year 1,00,00,000) Equity Shares of ₹ 10/- each	10,00,00,000	10,00,00,000
Issued, Subscribed & Paid up :		
54,17,232 (Previous year 54,17,232) Equity Shares of ₹ 10/- each, fully paid up	5,41,72,320	5,41,72,320
Less : Calls in arrears by other than Directors & Officers	49,000	49,500
Total	5,41,23,320	5,41,22,820
2.2 Reconciliation of number of Shares outstanding is as set out below :		
	March 31, 2014	March 31, 2013
	No. of Shares	No. of Shares
Equity Shares outstanding at the beginning of the year	54,17,232	54,17,232
Add : Shares Issued on exercise of Employees Stock Options	-	-
Equity Shares outstanding at the end of the Year	54,17,232	54,17,232

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

Name of Shareholder	March 31, 2014		March 31, 2013	
	No. of Shares	% held	No. of Shares	% held
2.3 Details of Shareholders holding more than 5% Shares in the Company				
ABC Financial Services Private Limited	8,11,707	14.98	8,11,707	14.98
Mrs. Nirmal Agarwal & Mr Ashish Agarwal [As partner of M/s. Assam Bengal Carriers]	9,63,859	17.79	5,73,859	10.59
Jhunjhunwala Glass Limited [On account of shares pledged by Mrs. Nirmal Agarwal, Partner of M/s. Assam Bengal Carriers]	–	–	3,90,000	7.20
Prabhu Dhan Investments Private Limited	3,38,625	6.25	3,38,625	6.25

- 2.4** The Company has reserved issuance of 1,10,130 (Previous year 1,10,130) equity shares of ₹ 10 each for exercise or grant of options under Employee Stock Option Scheme to eligible employees. As per the terms of the Stock Option Scheme, 2007 of the Company, options vesting on or before 01/11/2008 can be exercised @ ₹ 50/- per equity shares and option vesting after 01/11/2008 can be exercised @ ₹ 55/- per equity share. The options granted vest over a maximum period of 3 years from the date of grant.

	March 31, 2014 ₹	March 31, 2013 ₹
3.0 RESERVES & SURPLUS		
Capital Reserve		
As per last Balance Sheet	5,66,58,424	5,85,48,556
Less : 1) Written up amount of assets sold transferred to General Reserve	1,31,68,371	6,27,321
2) Depreciation / Amortisation on written up amount of assets transferred to Statement of Profit & Loss	11,09,669	12,62,811
Sub-Total	4,23,80,384	5,66,58,424
Securities Premium Reserve		
As per last Balance Sheet	2,57,05,080	2,57,05,080
Add : On Issue of Shares	–	–
Sub-Total	2,57,05,080	2,57,05,080
General Reserve		
As per last Balance Sheet	22,39,58,577	19,33,31,256
Add : 1) Written up amount of assets sold transferred from Capital Reserve	1,31,68,371	6,27,321
2) Transferred from Surplus	–	3,00,00,000
Sub-Total	23,71,26,948	22,39,58,577

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
3.0 RESERVES & SURPLUS (Contd.)		
Surplus as per Statement of Profit & Loss		
As per last Balance Sheet	13,83,38,679	11,41,54,210
Add : Profit for the Year	42,04,019	6,19,30,382
Adjustment for earlier years	-	16,98,151
Sub-Total	14,25,42,698	17,77,82,743
Less : Appropriations		
1) Transfer to General Reserve	-	3,00,00,000
2) Proposed Dividend on Equity Share [Dividend per Share ₹ 1.00 (Previous Year ₹ 1.50)]	54,17,232	81,25,848
3) Provision for Dividend Distribution Tax	9,20,659	13,18,216
Sub-Total	13,62,04,807	13,83,38,679
Total	44,14,17,219	44,46,60,760
4.0 LONG TERM BORROWINGS		
Term Loans		
Secured		
Against hypothecation of related Vehicles & Ship (Barge)		
Terms of Repayment : 20 to 60 Equalised Monthly Instalments / 12 Equalised quarterly Instalments in tenure of loans		
a) From Banks	11,36,44,660	13,07,30,669
(Aggregate amount of loans guaranteed by Chairman and / or Managing Director ₹ 10,84,54,790/-) (Previous year ₹ 12,29,42,538/-)		
b) From Other Parties	6,15,34,687	10,90,57,506
(Aggregate amount of loans guaranteed by Managing Director ₹ 6,05,60,270/-) (Previous year ₹ 10,78,56,993/-)		
Sub-Total	17,51,79,347	23,97,88,175
Unsecured		
a) From Banks	-	14,68,349
(Entire amount of loan guaranteed by Managing Director) (Terms of Repayment : 24 Equalised Monthly Installments in tenure of loan)		
b) From Other Parties	4,23,63,101	3,54,38,574
(Aggregate amount of loans guaranteed by Chairman and / or Managing Director ₹ 3,33,63,101/-) (Previous year ₹ 3,54,38,574/-) (Terms of Repayment : 120 Equalised Monthly Instalments in tenure of loan)		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
4.0 LONG TERM BORROWINGS (Contd.)		
Public Deposits (Unsecured)	1,77,56,000	1,55,19,000
(Terms of repayment : 1-3 Year at interest rate between 11.5% - 12.5% p.a)		
Interest accrued but not due on Public Deposits	6,05,644	2,04,395
Sub Total	6,07,24,745	5,26,30,318
Total	23,59,04,092	29,24,18,493
Less : Current maturities of Long term borrowings classified as Other Current Liabilities (Refer Note No. 9)	12,61,32,950	9,85,98,852
[(Including Interest accrued but not due on Public Deposit ₹ 6,05,644/-) (Previous year ₹ 96,080/-)]		
Total	10,97,71,142	19,38,19,641
5.0 DEFERRED TAX LIABILITIES		
Arising on account of Depreciation	5,74,29,080	6,57,54,535
Total	5,74,29,080	6,57,54,535
6.0 OTHER LONG TERM LIABILITIES		
Buyers' Credit arrangements	-	3,76,74,550
Total	-	3,76,74,550
7.0 SHORT TERM BORROWINGS		
Secured – Loans repayable on demand		
Overdraft / Cash credit facility from banks :		
a) State Bank of India (Secured by exclusive charge on book debts & movable current assets excluding inventory; and mortgage of specific immovable properties)		
- Cash Credit Facility	15,34,64,044	6,77,74,726
- Foreign Currency Loans (Entire amount of loans have been guaranteed by Chairman & Managing Director)	-	10,98,65,000
b) United Bank Of India (Secured against equitable mortgage of specified Immovable properties, first charge by way of hypothecation of unencumbered Plant & Machinery) (Entire amount of loans have been guaranteed by Chairman)	12,00,64,768	10,48,47,820
c) Indian Overseas Bank (Secured by equitable mortgage of specific immovable properties) (Entire amount of loans have been guaranteed by Chairman, Managing Director)	3,72,65,604	1,88,60,626
Sub-Total	31,07,94,416	30,13,48,172

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
Unsecured – Loans	10,90,00,000	15,00,00,000
Inter Corporate Deposits – From parties other than Banks (Terms of Repayment : 60-180 days at interest rate between 9% - 18% p.a)		
Total	41,97,94,416	45,13,48,172

8.0 TRADE PAYABLES

For Goods and Services	4,19,37,314	6,50,07,910
Total	4,19,37,314	6,50,07,910

8.1 There are no dues to Micro and Small Enterprises determined to the extent such parties have been identified on the basis of information available with the Company as at 31 March, 2014 which require disclosure under the Micro, Small and Medium Enterprises Development Act, 2006.

	March 31, 2014 ₹	March 31, 2013 ₹
9.0 OTHER CURRENT LIABILITIES		
Current Maturities of Long term borrowings (Refer Note. 4)	12,55,27,306	9,85,02,772
Interest accrued but not due on Borrowings	11,52,278	14,24,513
Interest accrued but not due on Public Deposits	6,05,644	96,080
Unpaid & Unclaimed Dividends	12,22,251	8,79,197
Other Payables		
Statutory Dues	80,02,334	36,83,663
Security Deposits	1,36,29,268	1,50,42,651
Advance from customers	3,06,05,539	2,83,19,894
Banks (due to reconciliation)	3,21,214	–
Total	18,10,65,834	14,79,48,770

10.0 SHORT TERM PROVISIONS**Provisions for Employee Benefits :**

Provision for Leave Encashment	34,45,416	38,80,319
Provision for Gratuity	2,56,492	6,23,676

Other Provisions :

Proposed Dividend	54,17,232	81,25,848
Dividend Distribution Tax	22,38,875	13,18,216
Income Tax	20,00,000	2,99,00,000
Total	1,33,58,015	4,38,48,059

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

11.0 FIXED ASSET

Description of Assets	Gross Block			Depreciation / Amortisation			Net Block			
	Cost as at 1st April, 2013 ₹	Additions during the year ₹	Sales/ Adjustment ₹	Cost as at 31st March 2014 ₹	Up to 31st March, 2013 ₹	For the year ₹	Sales/ Adjustment ₹	Upto 31st March, 2014 ₹	As on 31st March, 2014 ₹	As on 31st March, 2013 ₹
Tangible Assets										
Land :										
Freehold	12,54,66,269	96,13,200	4,36,58,125	9,14,21,344	-	-	-	-	9,14,21,344	12,54,66,269
Leasehold	2,15,45,576	-	-	2,15,45,576	22,68,664	1,24,399	-	23,93,063	1,91,52,513	1,92,76,912
Buildings	17,02,90,288	-	2,26,21,718	14,76,68,570	8,10,10,898	51,55,926	1,70,03,344	6,91,63,480	7,85,05,090	8,92,79,390
Plant & equipment	7,48,20,838	35,54,742	31,52,946	7,52,22,634	2,86,10,865	56,59,305	20,78,293	3,21,90,877	4,30,31,757	4,62,09,973
Furniture & Fixtures	3,76,22,142	45,52,369	-	4,21,74,511	1,54,38,950	18,56,028	-	1,72,94,978	2,48,79,533	2,21,83,192
Vehicles	54,32,06,343	20,74,630	1,33,96,209	53,18,84,764	22,66,57,600	7,49,87,609	63,30,720	29,53,14,469	23,65,70,275	31,65,48,743
Office Equipment	1,30,23,427	14,85,550	63,26,689	81,82,288	61,04,050	5,37,294	46,08,489	20,32,855	61,49,433	69,19,377
Ships (Barge)	3,49,84,405	-	-	3,49,84,405	64,13,808	34,98,441	-	99,12,249	2,50,72,156	2,85,70,597
Total : Tangible Assets	1,02,09,59,288	2,12,80,491	8,91,55,687	95,30,84,092	36,65,04,835	9,18,16,002	3,00,20,846	42,83,01,991	52,47,82,101	65,44,54,453
Intangible Assets										
Computer Software	44,71,652	-	-	44,71,652	21,06,861	6,41,042	-	27,47,903	17,23,749	23,64,791
Total : Intangible Assets	44,71,652	-	-	44,71,652	21,06,861	6,41,042	-	27,47,903	17,23,749	23,64,791
Total	1,02,54,30,940	2,12,80,491	8,91,55,687	95,75,55,744	36,86,11,696	9,24,59,044	3,00,20,846	43,10,49,894	52,65,05,850	65,68,19,244
Previous Year	1,03,76,65,403	2,94,50,080	4,16,94,543	1,02,54,30,940	29,27,65,546	9,66,56,197	2,08,10,047	36,86,11,696	65,68,19,244	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
12.0 NON-CURRENT INVESTMENTS		
Non-Trade Investments (valued at cost, unless otherwise stated)		
In Equity Shares : Unquoted (Fully Paid up)		
55,000 (Previous year 55,000) Equity Shares of ₹ 10/- each of Nissin ABC Logistics Private Limited	5,50,000	5,50,000
49,500 (Previous year 49,500) Equity Shares of ₹ 10/- each of Utsav Prakashan Limited (in liquidation)	4,95,000	4,95,000
50,000 (Previous year 50,000) Equity Shares of ₹ 10/- each of G. L. Media Services Private Limited	5,00,000	5,00,000
	<u>15,45,000</u>	<u>15,45,000</u>
Less : Provision for diminution in value of investment in Shares of Utsav Prakashan Limited	4,95,000	4,95,000
Total	<u>10,50,000</u>	<u>10,50,000</u>
13.0 LONG TERM LOANS & ADVANCES		
Capital Advances		
Unsecured, considered good	1,49,13,649	1,52,33,185
Total	<u>1,49,13,649</u>	<u>1,52,33,185</u>
14.0 OTHER NON-CURRENT ASSETS		
Surplus of gratuity plan fund	-	1,44,925
MAT credit entitlement	1,80,73,000	1,60,73,000
Preliminary Expenses	-	24,000
Total	<u>1,80,73,000</u>	<u>1,62,41,925</u>
15.0 CURRENT INVESTMENTS		
In Partnership Firm	(2,77,26,057)	(1,47,89,289)
Total	<u>(2,77,26,057)</u>	<u>(1,47,89,289)</u>
15.1 Particulars		
Name of the Partnership Firm : M/s. Assam Bengal Carriers		
Total Capital of the Firm	(10,52,36,782)	(6,84,88,150)
Name of Partners	Share of Partners in Profit/Loss (%)	
M/s. ABC India Limited	2	2
Mrs. Nirmal Agarwal	20	20
Mrs. Sweta Agarwal	20	20
Mr. Ashish Agarwal	19	19
M/s. Anand Kumar Agarwal & Sons- HUF	19	19
Mrs. Kadambari Kapoor	20	20
Total	<u>100</u>	<u>100</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
16.0 INVENTORIES		
Stock-in-Trade	46,39,317	47,39,748
(Valued at cost or net realisable value which ever is lower)		
Total	46,39,317	47,39,748
17.0 TRADE RECEIVABLES		
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment	28,14,71,773	35,09,95,316
Others	30,79,09,433	30,52,19,237
Sub Total	58,93,81,206	65,62,14,553
Less : Provision for bad and doubtful debts	28,72,688	28,72,688
Total	58,65,08,518	65,33,41,865
18.0 CASH AND BANK BALANCES		
Cash and Cash equivalents		
a) Balances with Banks	48,35,056	1,10,85,366
b) Cash on Hand	1,45,32,363	92,44,461
Sub Total (A)	1,93,67,419	2,03,29,827
Other Bank balances		
Earmarked balances with Banks		
Unclaimed Dividend	12,22,251	8,79,197
Fixed term deposits pledged with banks towards margin money against Guarantees ₹ 1,50,74,591/- (Previous Year ₹ 1,45,35,565/-) of which having more than 12 months' maturity amounts to ₹ 30,86,454/- (Previous year ₹ 60,24,815/-)	2,06,45,451	2,66,47,583
Sub Total (B)	2,18,67,702	2,75,26,780
Total (A+B)	4,12,35,121	4,78,56,607

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
19.0 SHORT-TERM LOANS & ADVANCES		
Unsecured, considered good		
To related parties (Refer Note No. 28)	1,46,48,540	1,01,12,500
To others		
Advance to Employees	20,29,495	19,49,233
Prepaid Expenses	6,40,051	32,043
Other Advances	8,05,31,378	4,62,69,394
Income Tax deducted at sources & Refunds (including ₹ 140,000/- seized by Income Tax Department)	2,11,19,213	3,54,08,377
Other Deposits	3,47,28,265	2,99,20,385
Total	15,36,96,942	12,36,91,932
20.0 REVENUE FROM OPERATIONS		
From transportation and contract jobs	1,11,03,49,212	1,26,03,06,915
Rent	2,04,27,294	2,62,16,430
Sub Total	1,13,07,76,506	1,28,65,23,345
Sale of petroleum products	50,93,54,426	51,39,91,379
Total	1,64,01,30,932	1,80,05,14,724
21.0 OTHER INCOME		
Interest Income	36,31,021	24,85,088
Dividend on long-term investments	1,92,500	7,92,000
Other non-operating income	43,41,829	27,31,347
Total	81,65,350	60,08,435
22.0 CHANGES IN INVENTORIES OF STOCK IN TRADE		
Stock-in-Trade		
Closing Stock	46,39,317	47,39,748
Less: Opening Stock	47,39,748	73,15,291
Total	1,00,431	25,75,543
23.0 EMPLOYEE BENEFIT EXPENSE		
Salaries, wages, bonus and allowances		
For employees covered under ESI Scheme	1,92,88,098	2,09,04,477
For others	7,03,26,344	8,35,94,892
Contribution to Provident & Other funds	58,20,227	57,40,689
Contribution to / Provision for Gratuity fund	19,37,870	37,10,896
Staff welfare expenses	1,06,96,572	1,16,01,389
Total	10,80,69,111	12,55,52,343

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)

	March 31, 2014 ₹	March 31, 2013 ₹
24.0 OTHER EXPENSES		
Rent	3,26,09,860	2,75,64,919
Rates and taxes, excluding, taxes on income	1,28,70,888	1,31,09,912
Service tax	1,32,85,043	1,94,59,928
Electricity Charges	39,57,686	39,64,027
Bank charges	49,01,435	56,60,928
Net loss on foreign currency transactions & translation	1,84,700	29,27,099
Insurance	60,21,548	81,41,496
Petrol pump Operating expenses	90,82,521	87,47,591
Sundry Balances written off	12,30,025	2,49,481
Miscellaneous expenses	5,71,40,870	6,88,06,135
Repairs to building	10,73,050	22,24,121
Charity and donations	14,18,938	12,37,733
Payment to Auditors		
a. As auditor	4,49,440	4,60,676
b. For taxation matters	1,12,360	1,68,540
c. Other services	7,979	47,303
Total	14,43,46,343	16,27,69,889
25.0 INTEREST AND OTHER FINANCE COST		
Interest expense	8,68,10,916	10,48,89,885
Other borrowing cost	3,43,249	11,500
Applicable loss on foreign currency transactions and translation	44,79,879	61,86,246
Total	9,16,34,044	11,10,87,631
26.0 DEPRECIATION AND AMORTISATION EXPENSE		
Depreciation / Amortisation (Refer Note no. 11)	9,24,59,044	9,66,56,197
Less : Amount transferred from capital reserve being depreciation/ amortisation on written up amount of assets	11,09,669	12,62,811
Preliminary Expenses	6,667	8,000
Total	9,13,56,042	9,54,01,386
27.0 EXCEPTIONAL ITEMS		
Profit from sale of investment in joint venture	-	15,96,19,229
Profit on sale of Investment in subsidiary	(17,247)	-
Profit on sale of assets (Net)	13,96,01,008	26,18,203
Total	13,95,83,761	16,22,37,432

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)**28.0 OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****28.1 Contingent Liabilities & Commitments (to the extent not provided for)**

Particulars	March 31, 2014 ₹	March 31, 2013 ₹
Contingent Liabilities		
Guarantees and Counter guarantees	10,12,24,490	10,46,82,321

The Company may be contingently liable in respect of various court cases filed by / or against the Company, amount of which is unascertainable.

Capital Commitments

Estimated amount is not ascertainable for contracts remaining to be executed on capital account against which advance of ₹ 1,49,13,649/- (P.Y. ₹ 1,52,33,185/-) has been made.

28.2 Value of imports calculated on C.I.F. basis by the Company during the financial year

Particulars	March 31, 2014 (₹)	March 31, 2013 (₹)
Computer Software	Nil	2,34,009
Total	Nil	2,34,009

28.3 Expenditure in foreign currency during the financial year

Travelling expenses	10,86,359	17,54,719
Shipment expenses	6,79,220	Nil
Others	4,98,978	15,47,258

28.4 Earnings in Foreign Exchange during the financial year

Freight	6,50,280	4,55,689
Sale of Investment in Joint Venture	Nil	16,30,20,000

28.5 Books of accounts for Branches

The books of accounts for all branches are being maintained at company's office at Kolkata on the basis of data, statements, vouchers etc. received from accounting centers, which have been checked by internal auditors thereat.

28.6 Bad Debts

Bad debts are ascertained by the management, each year after due consideration and are accordingly written off. During the year ₹ 12,30,025/- (Previous Year ₹ 2,49,481/-) has been so written off.

28.7 Balances of Trade Receivables, Advances & Deposits

Balances of Trade Receivables, Advances & Deposits are subject to confirmation from the respective parties.

28.8 Petrol Pump at Pune

The Company's petrol pump at Pune is being administered and operated under an agreement by a party where the Company is entitled to fixed monthly income and such party has to bear operating expenses including bad debts and losses, if any, besides making arrangements of funds.

28.9 Defined Benefit Plan as per AS-15 Employee Benefits

In respect of Defined Benefit Plan, necessary disclosures are as under :

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)
Reconciliation of Defined Benefit Obligation

Particulars	March 31, 2014 (₹)	March 31, 2013 (₹)
Present Value of Defined Benefit Obligation as at 31.03.2013	1,83,38,020	1,67,79,146
Current Service Cost	11,41,211	12,36,864
Interest Cost	15,06,437	13,27,052
Employee Contributions	-	-
Past Service Cost (Vested Benefit)	-	-
Past Service Cost (Non Vested Benefit)	-	-
Amalgamations	-	-
Curtailment Cost / (Credit)	-	-
Settlement Cost / (Credit)	-	-
Actual Benefit Payments	(1,59,519)	(31,16,343)
Actuarial Losses / (Gains)	(13,16,505)	21,11,301
Present Value of Defined Benefit Obligation as at 31.03.2014	1,95,09,644	1,83,38,020

Reconciliation of Fair Value of Plan Assets

Fair Value of Plan Assets as at 31.03.2013	1,78,59,269	1,93,24,808
Expected Return on Plan Assets	14,22,484	14,23,828
Contributions	-	2,514
Actual Benefits Payments from Plan Assets	(1,59,519)	(31,16,343)
Amalgamations	-	-
Settlements	-	-
Actuarial Gains / (Losses)	1,30,918	2,24,462
Fair Value of Plan Assets as at 31.03.2014	1,92,53,152	1,78,59,269
Discount Rate Applied	9.00%	8.25%

Amount Recognized in Balance Sheet

Present Value of Defined Benefit Obligation	1,95,09,644	1,83,38,020
Fair Value of Plan Assets	(1,92,53,152)	(1,78,59,269)
Funded Status - (Surplus) / (deficit)	2,56,492	4,78,751
Unrecognized Past Service (Costs) / Credit	-	-
Para 59 (b) Limit	-	-
Liability / (Asset) recognized in Balance Sheet	2,56,492	4,78,751
Estimated Future Term Liability (Decrement - adjusted)	18.42	19.49

Current and Non-current Liability

Current Liability	-	6,23,676
Non-current Liability	2,56,492	(1,44,925)
Total	2,56,492	4,78,751

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)**Amount Recognized in Statement of Profit and Loss**

Particulars	March 31, 2014 (₹)	March 31, 2013 (₹)
Current Service Cost (including risk premiums for fully insured benefits)	11,41,211	12,36,864
Interest Cost	15,06,437	13,27,052
Expected return on Plan Assets	(14,22,484)	(14,23,828)
Employee Contributions	-	-
Past Service Cost – Vested Benefit	-	-
Past Service Cost – Non Vested Benefit	-	-
Effect of Limit in Para 59 (b)	-	-
Settlement Cost / (Credit)	-	-
Actuarial Losses / (Gains)	(14,47,423)	18,86,838
Total employer expense for the year as per actuarial valuation	(2,22,259)	30,26,926

The Financial Assumptions used in Actuarial Valuation

Particulars	March 31, 2014 (%)	March 31, 2013 (%)
Discount rate	9.00	8.25
Expected return on assets	8.00	8.00
Salary escalation	5.00	5.00

Summary of the Active Members of the Scheme

Particulars	March 31, 2014	March 31, 2013
No. of active members	361	412
Average monthly salary (INR)	11,935	9,409
Average age (years)	38.15	36.98
Average past service (years)	11.54	10.51

Withdrawal Rate as per Actuarial Valuation

Particulars	March 31, 2014 (%)	March 31, 2013 (%)
Below 25	0.5	0.5
Ages from 25-29	0.3	0.3
Ages from 30-34	0.2	0.2
Ages from 35-49	0.1	0.1
Ages from 50-54	0.2	0.2
Above 54	0.3	0.3

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)
28.10 Segment Reporting

The Company has two segments namely Freight and service division, and Petrol Pump division in terms of Accounting Standard-17 issued by the The Institute of Chartered Accountants of India. The required disclosure are as follows :

(Amount in ₹)

Particulars	Freight & Services		Petrol Pump		Unallocated		Total	
	31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13
Net Segment Revenue	1,13,07,76,506	1,28,87,54,399	50,93,54,426	51,39,91,379	14,77,49,111	16,60,14,813	1,78,78,80,043	1,96,87,60,591
Net Segment Result	6,51,75,349	10,12,20,951	8,21,530	8,21,530	-	-	6,59,96,879	10,20,42,481
Less: Interest	-	-	-	-	9,16,34,044	11,10,87,631	9,16,34,044	11,10,87,631
Less : Unallocated Expenses net of unallocated Income	-	-	-	-	(2,15,15,728)	(8,62,74,200)	(2,15,15,728)	(8,62,74,200)
Profit before Tax	-	-	-	-	(41,21,437)	7,72,29,050	(41,21,437)	7,72,29,050
Other Information								
Segment Assets	1,21,48,82,291	1,38,02,93,583	1,34,33,327	1,28,01,747	9,05,74,219	11,10,89,888	1,31,88,89,837	1,50,41,85,218
Segment Liabilities	8,10,55,997	9,97,53,033	1,18,84,499	1,13,27,486	7,35,64,516	11,14,55,390	16,01,67,121	22,25,35,909
Capital Expenditure	1,68,12,090	2,19,37,562	-	-	44,68,398	75,12,518	2,12,80,488	2,94,50,080
Depreciation	1,53,67,241	9,09,71,192	18,470	18,470	7,59,63,664	44,03,724	9,13,49,375	9,53,93,386

- Segment Assets & Liabilities, as well as revenue & expenses are directly attributable to the segment.
- All Unallocated assets & liabilities and revenue & expenses are treated separately.
- There are no separate reportable secondary segments.
- Accounting policies of the segment are the same as those described in summary of significant accounting policies as set out in Note No. 1.

28.11 Related party disclosures
Name of related parties

Subsidiary(Erstwhile)	ABC Skyline Limited
Associates	1. Bhoruka Properties Private Limited
	2. Bhoruka Public Welfare Trust
	3. Utsav Prakashan Limited
	4. Assam Bengal Carriers Limited
	5. M/S. Assam Bengal Carriers
	6. Gusto Imports Private Limited
Joint Ventures(Erstwhile)	Nissin ABC Logistics Private Limited
Key Management Personnel & their relatives	Mr. Anand Kumar Agarwal
	Mr. Ashish Agarwal
	Dr. Ashok Agarwal

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014 (Contd.)**Transactions with related parties**

Particulars	Associates		Erstwhile Joint Ventures		Key Management Personnel & their relatives		Total	
	March 31, 2014 (₹)	March 31, 2013 (₹)	March 31, 2014 (₹)	March 31, 2013 (₹)	March 31, 2014 (₹)	March 31, 2013 (₹)	March 31, 2014 (₹)	March 31, 2013 (₹)
Investment of capital during the year	19,37,82,813	13,36,81,169	-	-	-	-	19,37,82,813	13,36,81,169
Withdrawal of capital during the year	20,64,73,700	21,70,10,150	-	-	-	-	20,64,73,700	21,70,10,150
Transportation receipt	-	-	-	4,02,45,766	-	-	-	4,02,45,766
Transportation related payment	2,11,21,018	2,81,21,304	-	1,79,22,763	-	-	2,11,21,018	4,60,44,067
Reimbursement towards expenses	-	-	-	1,13,63,916	-	-	-	1,13,63,916
Advance taken	82,47,996	3,30,000	-	-	-	-	82,47,996	3,30,000
Advance given	27,84,036	3,60,000	-	-	-	-	27,84,036	3,60,000
Dividend received	-	-	-	7,92,000	-	-	-	7,92,000
Rent Expense	18,00,000	22,40,000	-	-	-	-	18,00,000	22,40,000
Rent Income	80,904	80,904	-	1,91,010	-	-	80,904	2,71,914
Donation Paid	-	5,00,000	-	-	-	-	-	5,00,000
Building Maintenance Charges	2,01,123	1,79,944	-	-	-	-	2,01,123	1,79,944
Salary/ Remuneration	-	-	-	-	1,00,62,706	96,27,909	1,00,62,706	96,27,909
Share of profit/(loss) from Firms	(2,45,881)	(1,45,078)	-	-	-	-	(2,45,881)	(1,45,078)
Outstanding Advance (given) as at the year ended	1,46,48,540	1,01,12,500	-	-	-	-	1,46,48,540	1,01,12,500
Investment in Firm	(2,77,26,057)	(1,47,89,289)	-	-	-	-	(2,77,26,057)	(1,47,89,289)
Closing Balance of Investment	-	-	-	5,50,000	-	-	-	5,50,000

28.12 Previous year figures have been regrouped / rearranged / reworked / reclassified wherever necessary and figures in brackets in Balance Sheet, Statement of Profit & Loss and Notes thereto are negative figures.

Note to Financial Statements No. 1 to 28 are attached to and forming part of the Balance Sheet as at March 31, 2014 and Statement of Profit & Loss for the year ended on that date and have been signed for the purpose of identification.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants
Firm Reg. No. 316112E

MAHADEV AGARWAL
Partner

Membership No. 52474
Place : Kolkata
Dated : May 29, 2014

ANAND KUMAR AGARWAL
Chairman

S. K. PRANSUKHKA
Chief Financial Officer

V. K. JAIN
Director






A. K. THIRANI
Company Secretary

BOOK - POST

ABC INDIA LIMITED

40/8, BALLYGUNGE CIRCULAR ROAD
KOLKATA - 700 019

FORM A

1	Name of the Company	ABC India Limited
2	Annual financial statements for the year ended	31 st March, 2014
3	Type of Audit observation	Un-qualified
4	Frequency of observation	Not applicable
5	To be signed by:	
	Managing Director	 
	Chief Financial Officer	 
	Auditor of the Company	For Agarwal Kejriwal & Co. Chartered Accountants  Partner
	Audit Committee Chairman	