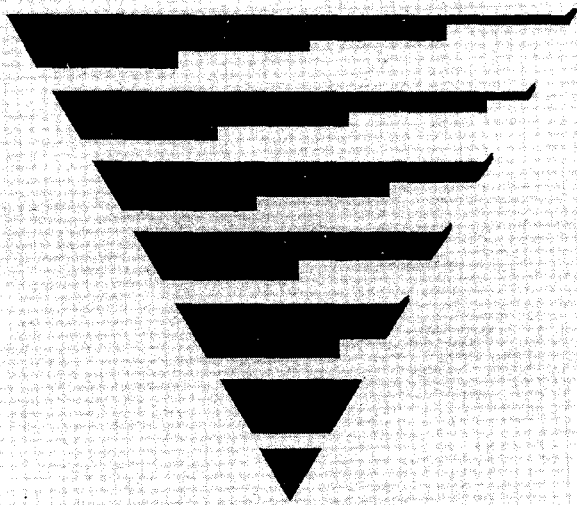
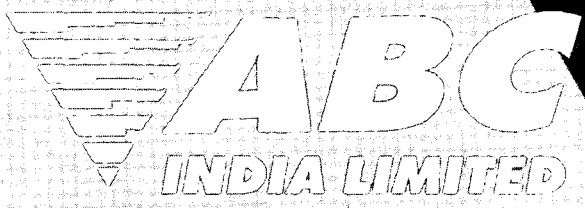


A-26

**A
N
N
U
A
L**



**R
E
P
O
R
T**

**ANNUAL REPORT
2008 - 2009**

CHAIRMAN SHRI ANAND KUMAR AGARWAL

DIRECTORS SHRI K. ARYA
DR. DEBASIS SENGUPTA
SHRI ASHOKE K. DUTTA
DR. ASHOK AGARWAL
SHRI VIJAY KUMAR JAIN
DR. PADAM CHAND AGARWAL
SHRI PRAKASH AGARWAL
SHRI ASHOK SURANA

MANAGING DIRECTOR SHRI ASHISH AGARWAL

SECRETARY SHRI A. K. THIRANI

AUDITORS M/S. AGARWAL KEJRIWAL & CO.
Chartered Accountants

BANKERS UCO BANK
UNITED BANK OF INDIA
INDIAN OVERSEAS BANK
HDFC BANK LTD
STATE BANK OF INDIA

REGISTERED OFFICE KEDAR ROAD
GUWAHATI 781 001

CONTENTS

Notice	2	Directors' Report	9	Corporate Governance Report	13
Auditors' Certificate on Corporate Governance	19	Management Discussion & Analysis	20		
Auditors' Report	21	Balance Sheet	24	Profit & Loss Account	25
Cash Flow Statement	26	Schedules to the Balance Sheet and Profit & Loss Account	28		
Balance Sheet Abstract and Company's General Business Profile	46				



NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of **ABC India Limited** will be held on Monday, the 24th day of August, 2009 at Vishwaratna Hotel, Onkar Plaza, A. T. Road, Guwahati 781001, Assam at 1:00 P.M. to transact the following business :

Ordinary Business :

1. To receive, consider and adopt the Directors' Report, Auditors' Report and Profit & Loss Account of the Company for the year ended 31st March 2009 together with the Balance Sheet as at that date.
2. To appoint a Director in place of Dr. Padam Chand Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri. Ashok Surana, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri. Krishan Arya, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors of the Company.

For this purpose to consider and, if thought fit, to pass with or without modification, the following Resolution as Ordinary Resolution :

"RESOLVED that Messers. Agarwal Kejriwal & Company, Chartered Accountants, be and are hereby reappointed as the Auditors of the Company to hold office from the conclusion of the 36th Annual General Meeting to the conclusion of the 37th Annual General Meeting.

FURTHER RESOLVED that subject to approval of the Audit Committee, the Board of Directors be and are hereby authorised to fix the remuneration of the Auditors".

Special Business

6. **To consider and if thought fit to pass, with or without modification, the following resolution as Special Resolution :**

"RESOLVED that the clause 47 of the Articles of Association of the Company be altered by substituting the amount of Rs.2,000/- therein by words "such sum as may be decided by the Board from time to time subject to a maximum of such sum as may be prescribed under the Act."

7. **To consider and if thought fit to pass, with or without modification, the following resolution as Special Resolution :**

"RESOLVED that the Articles of Association of the Company be altered by incorporating therein a new article being number 47A after the existing article 47 thereof.

"47A. Subject to the provisions of section 309 and other applicable provisions of the Act, the directors of the Company (other than a managing or a whole-time director) may be paid remuneration in addition to fees, if any, paid to them for meetings of the Board/Committee attended by them, by way of commission or by way of monthly, quarterly or annual payment, if the Company in general meeting by a special resolution authorises such payment provided that such remuneration to all such directors shall not in the aggregate exceed 3% of the net profits of the company where there is no managing or whole-time director or manager in the company and 1% of the net profits of the company in other cases, which may be increased to 5% of the net profits of the company or such other limit as may be approved by the Central Government or the Act, if the company in general meeting by special resolution so resolves, the said net profits having to be computed in the manner laid down in sub-section (5) of section 309 of the Act as may be applicable from time to time and that such remuneration shall be paid to all the directors for the time being in office (other than a managing or a whole-time director) or to one or more of them in such proportion as the Board may by resolution decide or equally amongst all such directors where the Board does not so decide."

8. To consider and if thought fit to pass, with or without modification, the following resolution as Special Resolution :

"RESOLVED THAT subject to approval by the Central Government, pursuant to Section 309 and all other applicable provisions, if any, of the Companies Act 1956 (the Act") and subject to all permissions, sanctions and approvals as may be necessary, approval of the Company be and is hereby accorded for the payment of commission to the Director(s) of the Company who is/are neither in the whole time employment of nor managing director(s), in accordance with and upto the limits laid down under the provisions of Section 309(4) of the Act, computed in the manner specified in the Act, for a period of 5 years from the financial year commencing 1st April, 2009 in such manner and upto such extent as the Remuneration Committee of the Board may, from time to time, determine."

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

"RESOLVED THAT in terms of section 81(1A) and all other applicable provisions, if any, of the Companies Act 1956 (the Act) (including any statutory modification(s) or re-enactment there, for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Company's shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Disclosure and Investors Protection) Guidelines, 2000 (SEBI DIP Guidelines) as may be applicable on preferential issue of Warrants Convertible into Equity Shares and other applicable regulations/guidelines of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the Board by these resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchange, Central Listing Authority, Govt. of India or such other bodies or authorities as may be required by the law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose consent of the members of the Company be and is here accorded to the Board to offer, issue and allot upto 12,00,000 (Twelve Lakhs) Warrants Convertible into Equity Shares of the Company of Rs. 45/- (Rupees Forty Five only) each to the following promoters and persons in promoter group on preferential basis each convertible into 1 (One) Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid-up at price of Rs. 45/- (Rupees Forty Five only) including premium of Rs.35/- (Rupees Thirty Five only) determined in accordance with the SEBI Guidelines."

Promoters and persons in promoter group :

S. No.	Name of the proposed Allottee	No. of Warrants proposed to be allotted	Amount in Rs.
1	Shri. Anand Kumar Agarwal	1,25,000	56,25,000
2	Smt. Nirmal Agarwal	1,25,000	56,25,000
3	Smt. Sweta Agarwal	1,25,000	56,25,000
4	Shri. Ashish Agarwal	1,25,000	56,25,000
5	ABC Financial Services Private Limited	2,75,000	1,23,75,000
6	Bhoruka Properties Private Limited	3,25,000	1,46,25,000
7	Sweta Financial Services Private Limited	1,00,000	45,00,000
	Total A	12,00,000	5,40,00,000

"RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted on conversion of the above said warrants, calculated in accordance with the SEBI Guidelines on the 'Relevant Date' in relation to the conversion of every warrants into one Equity Share, and the relevant date as under :

- i. 12,00,000 Warrants of Rs.45/- (Rupees Forty Five only) each shall be convertible into 12,00,000 Equity Shares of the face value of Rs.10/- (Rupees Ten only) each on payment of aggregate price including premium of Rs.35/- (Rupees Thirty Five only) on the following terms and conditions :
- ii. Exercise of offer for conversion of the warrants shall be at the sole option of the warrant holders at any time within a period of 18 months from the date of allotment of warrants in accordance with the SEBI (Disclosure and Investors Protection) Guidelines, 2000.



- iii. The warrant holder(s) shall pay an amount equivalent to 25% i.e. Rs.11.25 (Rupees Eleven and Paise Twenty Five only) per warrant of the value of the warrant on or before the date of allotment of warrants.
- iv. The amount referred to in point (b) above shall be adjusted against the price payable subsequently for acquiring the shares by exercising an option by the warrant holder(s).
- v. The warrant holder(s) shall pay on or before the date of conversion of such warrants into equity shares, the balance 75% [Rs. 33.75 (Rupees Thirty only) for each warrant]
- vi. The amount referred in above (b) shall be forfeited, if the option to convert the shares is not exercised by the warrant holder(s) within the stipulated time.
- vii. The warrants shall be locked in for a period of three years from the date of their allotment as made to the promoters and persons in promoter group. Provided that the lock-in on shares acquired by conversion of warrants shall be reduced to the extent the warrants have already been locked-in.
- viii. The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Govt., the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.
- ix. The details of all monies utilized out of the preferential issue proceeds shall be disclosed under an appropriate head in the balance sheet and/or Directors' Report of the Company, indicating the purposes for which such monies have been utilized and that the details of the unutilized monies shall also be disclosed under a separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested.

RESOLVED FURTHER THAT the Equity Shares so issued on conversion of warrants shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in regard to such issue and allotment and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Company shall ensure that whilst any warrants remaining exercisable, it will at all times, keep available and reserved such part of its authorised but un-issued share capital as would enable all outstanding warrants to be satisfied in full.

RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares as may be issued on conversion of warrants with Bombay Stock Exchange Ltd. and The Calcutta Stock Exchange Association Limited.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new equity shares to be issued on conversion of warrants on preferential basis."

By order of the Board

Kolkata
the 24th July, 2009

A. K. Thirani
Company Secretary

NOTES :

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b. An explanatory statement pursuant to section 173 (2) of the Companies Act, 1956 relating to special business to be transacted at the meeting is appended hereto.
- c. Re-appointment of Directors :
At the ensuing Annual General Meeting, Dr. Padam Chand Agarwal, Shri. Ashok Surana and Shri. Krishan Arya retires by rotation and being eligible offer himself for reappointment. The information or details pertaining to the Directors to be provided in terms of Clause 49 of the Listing Agreement with the Stock Exchanges are furnished in the Statement on Corporate Governance.
- d. The Company has already transferred all unclaimed dividends declared upto the financial year 1999-2000 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
- e. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the Annual General Meeting.
- f. Consequent upon the introduction of Section 109A of the Companies Act, 1956, Shareholders are entitled to make nomination in respect of shares hold by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Registrar and Transfer Agents M/s. MCS Limited, 77/2A Hazra Road, Kolkata - 700 029.
- g. The Register of Member and Transfer Books in respect of the Equity Shares of the Company will be closed from Monday, the 10th day of August, 2009 to Monday, the 24th day of August, 2009, both days Inclusive.
- h. Equity shares of the company are available for dematerialization both with the National Securities Depository Limited and Central Depository Services India Ltd.
- i. The Company has appointed M/s. MCS Ltd., 77/2A Hazra Road, Kolkata 700 029 as its Registrar and Transfer Agent. Members holding shares in physical form are requested to notify/send any changes in their address to its Registrar and Transfer Agent to facilitate better service.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956 :**Item No. 6**

Clause 47 of the Articles of Association of the Company presently prescribes sitting fee of Rs.2000/- to each Director, other than the Director who is in Whole time employment of the Company for each meeting of the Board or Committee thereof. The Board considers the present amount of sitting fee to be inadequate and it is proposed to amend the provision in the Articles of Association to empower Board of Directors to decide from time to time, the amount of such sitting fee subject to the maximum of such sum as may be prescribed under the Companies Act, 1956.

Amendment of the Articles of Association of the Company requires approval by shareholders at General Meeting by Special Resolution. The Board of Directors recommends the resolution. All the non-executive directors of the Company, may be deemed to be concerned or interested in this resolution to the extent of increased amount of sitting fees payable to them from time to time.

Item No. 7

The Board recognizes the need to suitably remunerate the Director(s) of the Company who are neither in the whole time employment nor managing director(s) with such commission upto a ceiling of 1% (if the Company has a managing or whole time director or manager) or 3% (if the Company has no managing or whole time director or manager) of the net profit of the

Company, every year, computed in the manner specified in the Act, or such other limit as may be approved by the Central Government. To enable the Board to pay commission to non-executive directors as stated above, primarily the Board shall be vested with power by the Articles of Association of the Company. The special resolution set out in the notice is for the purpose of inclusion of such provision in the Articles of Association of the Company.

The non-executive directors would be deemed to be interested in the resolution to the extent of the remuneration they would get when the Board exercises the said power proposed to be incorporated in the articles. The Board recommends the resolution for the approval of the members.

Item No. 8

In the light of the services rendered by the non-executive directors for the business of the company it is considered desirable that they shall be paid commission upto the scale laid down in section 309(4) and other provisions contained in the Companies Act, 1956, provided the proposal is approved by the members by a special resolution and further by the Central Government where such approval becomes necessary from time to time for a period of 5 years from the financial year commencing 1st April, 2009.

The quantum of the said commission will be equally apportioned amongst the non-executive Directors.

All the non executive Directors of the Company, may be deemed to be concerned or interested in this resolution to the extent of commission that may be payable to them from time to time. The Board recommends the resolution for the approval of the members.

Item No. 9

The Board of Directors of the Company give below disclosures that are required to be given in the explanatory statement to the special resolution to be passed under section 81(1A) of the Companies Act, 1956 and in terms of the SEBI (Disclosure and Investor Protection) Guidelines.

a. Object and manner of activities of proceed of the issue to be utilised :

The purpose of the issue to allot warrants convertible into the equity shares is to achieve long term plans of the Company and to meet the funding requirements including but not limited to investment for meeting its business requirements, funding ongoing capital expenditure and/or for the repayment of its long term debts and working capital requirements in order to improve its business capacity and enhance infrastructure facilities. Brief details of the proceeds to be utilized are as under :

Additional Working Capital Rs.540 Lacs

b. Relevant date and pricing of the issue :

The issue price of the Warrants convertible into the Equity Shares shall be Rs.45/- (Rupees Forty Five only) each

The price of the Equity Shares of Rs. 10/- each together with premium of Rs.35/- (Rupees Thirty Five only) each has been fixed for Rs. 45/- (Rupees Forty Five only) each per share to be issued on conversion of warrants based on the relevant date 24th July, 2009 calculated in the manner specified for pricing of shares to be allotted in lieu of warrants as per the SEBI (Disclosure and Investor Protection) Guidelines, 2000.

As per the SEBI (Disclosure and Investor Protection) Guidelines, 2000, the price for equity shares warrants convertible into Equity Shares of Rs.10/- each has been determined at Rs. 35.53 per Share/Warrant convertible into equity shares on the relevant date 24th July, 2009, based on the quotations available at the Bombay Stock Exchange Limited. The issue price of Rs.45/- per Shares/Warrant is more than 26% higher than the pricing determined as per SEBI Guidelines. A certificate to that effect has been obtained from the Auditors of the Company on 24th July, 2009 which is also available for inspection at the Registered Office of the Company.

c. Intention of the promoters or their associates and relatives to subscribe to the offer :

The proposed allottees for preferential issuance of 12,00,000 Warrants to be converted into the Equity shares of Rs. 10 each are the promoters and persons in promoter Group as referred in the resolution.

d. Proposed time within which the allotment shall be completed :

The allotment of warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders provided that, where the allotment is pending on account of pendency of any approval from any regulatory authority or any Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals. If the allotment of instruments and dispatch of warrant certificates is not completed within a period of 15 days from the date of this resolution, a fresh consent of the shareholders shall be obtained.

As per SEBI Guidelines, the warrant holders have the option to exercise to convert warrant into equity shares within a period of 18 months from the date of allotment of warrants.

e. Shareholding pattern before and after the offer :

The shareholding pattern of the Company before and after the preferential allotment would be as follows :

Category	Pre issue equity holding	% of the total pre-issued capital	Post issue equity holding	% of the total post issued capital
1A. Promoters and Person Acting in Concert (Non-participating in offer)	1194066	22.10	1194066	18.09
1B. Promoters and Persons Acting in Concert (participating in offer)	1586037	29.36	2786037	42.20
1C. Foreign Promoters				
2. Banks, Mutual Funds, Financial Institutions, Central/State Government Institutions.	100	—	100	—
3. NRIs/OBCs	26247	0.49	26247	0.39
4. Bodies Corporate (others)	196730	3.64	196730	2.98
5. Indian General Public	2399182	44.41	2399182	36.34
6. Other Acquirers	NIL	NIL	NIL	NIL
Total Paid-up Capital	5402362	100.00	6602362	100.00

Note : The above post issue pattern is based on the assumption of full subscription of the warrants and the subsequent allotment of equity shares on conversion of warrants into one equity share of Rs.10/- each at a price of Rs.45/- (Rupees Forty Five only) per shares.

f. Identity of the proposed allottees and percentage of post issued capital that may be held :

As stated earlier, it is proposed to allot 12,00,000 warrants to the promoters and persons in promoter group. The percentage that may be held by allottees in post-issued capital on conversion of warrants shall be as set out in 5 above. The identity of the allottees and their relations with the promoters are as under :

Name of the proposed allottees	Relation, if any with the promoters or person in control of the Company
1. Shri Anand Kumar Agarwal	Belonging to Category Promoter & Promoter Group
2. Smt. Nirmal Agarwal	—do—
3. Smt. Sweta Agarwal	—do—
4. Shri Ashish Agarwal	—do—
5. ABC Financial Services Private Limited	—do—
6. Boruka Properties Private Limited	—do—
7. Sweta Financial Services Private Limited	—do—

**g. Approvals :**

The Company shall take all necessary steps to obtain the required approvals from the Stock Exchange, SEBI or any other regulatory agency as may be applicable, for the proposed preferential issue of warrants to be converted into equity shares.

h. SEBI Takeover code :

In terms of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, the investors are not required to and do not intend to make an open offer and comply with formalities related to an open offer for this preferential allotment.

i. Holding of shares in the D-mat Account, non disposal of shares by the proposed allottees, and lock-in period of shares :

The proposed allottees are holding their entire pre-issued shareholding in the D-mat form and they have not sold or disposed off any equity share of the Company during the six months period prior to the relevant date and further that they will not sale or dispose any shares held by them during the period of six months from the date of allotment of the warrants on preferential basis. The warrants so allotted shall be under lock-in period of 3 years from the date of allotment to the promoters and persons in promoter group. Provided that the lock-in on the shares acquired on conversion of warrants shall be reduced to the extent the warrants have already been locked-in.

j. Auditors Certificate :

Auditor's Certificate confirming that the proposed issue of warrants convertible into Equity Shares are in accordance with the SEBI (Disclosure and Investors Protection) Guidelines, 2000, will be available for inspection up to the date of the Annual General Meeting at the Registered Office of the Company on any working day and also at the place of meeting on the meeting day.

k. Approval under the Companies Act, 1956 :

Section 81 of the Companies Act, 1956 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by a further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in general meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 81 and all other applicable provisions of the Companies Act, 1956, SEBI Guidelines and the provisions of the Listing Agreement with the Stock Exchanges for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the Promoters and persons in promoter group on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of this resolution as a Special Resolution as set out in item No.9 of the Notice.

Shri. Anand Kumar Agarwal, Chairman, Shri. Ashish Agarwal, Managing Director, Dr. Ashok Agarwal, Director may be deemed to be interested in the resolution to the extent the warrants/shares are proposed to be allotted to their relatives. Except them, none of the other Directors are concerned or interested in the above said resolution, however they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding if any, in the Company.

DIRECTORS' REPORT

The Directors hereby present the 36th Annual Report of the Company together with Audited Accounts for the year ended 31st March, 2009 :

	(Rs. in Lacs)	
	As on 31.03.2009	Previous Year
FINANCIAL RESULTS		
Turnover	16364	14010
Profit before Taxation and Depreciation	834	475
Depreciation	228	191
(Net of depreciation on revalued assets transferred from Capital Reserve)		
Profit before Taxation	606	284
Provision for Taxation	180	114
Profit after Taxation	426	170
Add : Balance of Profit & Loss Account brought forward	433	284
	859	454
Less : Tax adjustment for earlier year	(6)	21
Profit available for appropriation	865	433
Appropriation :		
Balance carried forward to Balance Sheet	865	433

SERVICES AND EARNINGS

Company's total earnings including other income for the year amounted to Rs.16364 lacs as compared with the previous year total earnings of Rs.14010 lacs.

DIVIDEND

The Directors do not recommend payment of dividend for the year ending 31.03.2009.

OUTLOOK

During the year under review, the Company strengthened its marketing and operational activities to improve its market share in providing value added solutions to its customers. In spite of a growing desire by customers for quality and value added logistics solution the demand for it has subdued by effect of economic slowdown. The Company is working very hard to achieve its business volume from ongoing projects in major infrastructure sector. However, performance of the company in current year and coming years shall largely depend on improvement in economic situation.

Project Cargo Division has further improved its capabilities. Petrol Pump segment improved its performance. The Company expects to improve its performance in all segments in coming year.

HUMAN RESOURCES

Training and development of its human resources continued to be an area of prime focus. The Company has developed its human resources to meet the challenges of growing quality perspective by the customers. In view of increased competition in market environment due to economic slowdown, the human resources of the company are being geared up to deliver better quality services to meet the competition.

EMPLOYEES STOCK OPTION SCHEME, 2007

Member's approval was obtained at the Annual General Meeting held on July 31, 2007 for introduction 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, 2009, stipulated under the SEBI Guidelines are given as follows:

a)	Options Granted	1,23,230
b)	The Pricing Formula	For all option vesting on or before 1st November, 2008, exercise price is Rs. 50/- and for all options vesting after 1st November, 2008 the exercise price shall be Rs. 55/- for each share.
c)	Options vested	46,290
d)	Options exercised	Nil
e)	The total number of shares arising as a result of exercise of Options	Not Applicable
f)	Options lapsed	13,910
g)	Variation of the terms of Options	None
h)	Money realized by exercise of Options	Not Applicable
i)	Total number of Options in force	1,09,320
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. Jadav	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 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.	Nil
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'	Not Applicable
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 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:

the options, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.

Net Income	Rs. In lakhs
As reported	426
Add : Intrinsic value compensation cost	Nil
Less : Fair value compensation	22
Adjusted Net Income	404
Earning Per Share as reported	Rs. 8.01
As adjusted	Rs. 7.59
Weighted average price per option	Rs. 53.12
Weighted average fair value per option	Rs. 20.43

- m) Weighted-average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.
- 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: 2.44 years
- (3) Expected volatility: 30%
- (4) Expected dividends: Nil
- (5) Price of the underlying share in market at the time of option grant: Rs.45.10/Rs. 39

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

Dr. Padam Chand Agarwal, Shri. Ashok Surana and Shri. Krishan Arya retire by rotation and being eligible, offer themselves for reappointment.

AUDITORS

M/s. Agarwal Kejriwal & Co., Chartered Accountants, Statutory Auditor retires at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Company has received a Certificate from the auditors to the effect that their reappointment, if made, will be in accordance with the provisions of Section 224 (1B) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

None of the employees of the Company were in receipt of remuneration exceeding limits prescribed under Section 217(2 A) of the Companies Act, 1956.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, your Directors state:

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the directors had 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 had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



(iv) that the directors had prepared the annual accounts on a going concern basis.

PUBLIC DEPOSITS

No public deposit were invited or accepted during the year under 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. 1,01,41,365/- during the year (Previous year - Rs. 65,75,361/-). The Company has remitted foreign exchange worth Rs.2,32,098/- (Previous year - Rs. 28,15,671/-) on account of freight paid by overseas constituents on our behalf and/or freight collected by the Company on their behalf. The Company has also incurred Rs. 48,50,345/- (Previous year - Rs. 33,84,917/-) by way of foreign tours for business purposes.

AUDIT REPORT

About the observations made by auditors in Clause (xxi) of Annexure to their report, the board of directors wish to state that appropriate legal action have been taken in the matter.

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.

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

Your Directors wish to record their sincere appreciation of the efforts put in by all the staff members of your Company and of their commitment during the period.

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

Finally, your Directors owe their gratitude to all the Customers and Shareholders for their continued support to the Company.

Place : Kolkata
Date : July 24, 2009

By order of the Board
A. K. Agarwal **Ashish Agarwal**
Chairman 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 shareholder value by 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 Chairmanships
Sri A. K. Agarwal	Chairman	6	—	1	—	—
Sri Krishan Arya	Independent Non-Executive Director	1	—	—	—	—
Dr. Debasis Sengupta	-do-	3	—	1	1	1
Sri Ashoke K Dutta	-do-	3	—	7	1	1
Dr. Ashok Agarwal	-do-	3	—	4	—	—
Sri. V. K. Jain	- do -	5	1	1	2	—
Dr. P. C. Agarwal	- do -	6	—	—	3	—
Sri Prakash Agarwal	- do -	3	—	13	—	1
Sri. Ashok Surana	- do -	6	—	—	2	—
Sri Ashis Agarwal	Managing Director	3	—	—	—	—

** 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, 2009 six Board Meetings were held on 28th April, 2008, 11th June, 2008, 18th July, 2008, 29th July, 2008, 23rd October, 2008, and 29th January, 2009. The maximum time gap between any two meetings was not more than four months.

2) Particulars of Director proposed to be reappointed is as follows :

- i) Name : Dr. Padam Chand Agarwal
- Age : 58 years
- Qualifications : MBBS, TDD
- Experience : Physician by profession and having excellent understanding of Business activities
- Other Directorships : None
- Shareholding in the Company : 187 Equity Shares.
- ii) Name : Shri. Ashok Surana
- Age : 53 years
- Qualifications : B. Com
- Experience : Renowned businessman having excellent knowledge about Business activities in North Eastern India
- Other Directorships : Magnoplas Private Limited
- Shareholding in the Company : 2500 Equity Shares.

iii) Name	: Shri. Krishan Arya
Age	: 66 years
Qualifications	: M. Sc. (Physics), M. Phil. & Master Diploma in Public Administration
Experience	: Held various position as IAS Officer (Retd.) and as Managing Director of State Farms Corporation of India
Other Directorships	: None
Shareholding in the Company	: None

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

Name	No. of Equity Shares
Shri Krishan Arya	Nil
Dr. Debasis Sengupta	Nil
Shri Ashoke K Dutta	Nil
Dr. Ashok Agarwal	Nil
Shri V .K. Jain	350
Dr. P. C. Agarwal	187
Shri Prakash Agarwal	Nil
Shri Ashok Surana	2500

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 31.03.2009. There were no material personnel interest adverse to the interest of the Company and 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 CHAIRMAN (CEO) PURSUANT TO CLAUSE 49(I) (D) (ii) OF STOCK EXCHANGE LISTING AGREEMENT

As the Chairman (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, 2009.

Anand Kumar Agarwal
Chairman

4. Audit Committee

- 4.1 The audit committee is to oversee the Company's financial reporting process and disclosure of its financial information, to recommend the appointment of Statutory Auditors and fixation of their fees, to review and discuss with the auditors about internal control systems, the scope of audit including the observation of the Audits, adequacy of the internal control system, major accounting policies, practices and entries, compliances with accounting standards and listing agreement entered into with the Stock Exchanges and other legal requirements concerning financial statements and related party transactions, if any, to review the Company's financial and risk management policies and discuss with the Internal Auditors any significant findings for follow up thereon, to review the Quarterly, Half Yearly and Annual Financial Statements before they are submitted to the Board of Directors.
- 4.2 The Audit Committee of the Board of Directors comprises of following non-executive Directors held four meetings in the financial year 2008-09. It was reconstituted with Dr. Debasis Sengupta, Director as Chairman, Shri. V. K. Jain, Director

as Member, Dr. P. C. Agarwal, Director as member and Shri. Sushil Kumar Pransukhka; Vice President (Finance) as Executive Member. The Company Secretary acts as the Secretary to the Committee. Details as to attendance of members and the meeting are as follows:

Name of Director	Designation	No. of meetings attended
(a) Dr. Debasis Sengupta	Chairman	3
(b) Shri V K Jain	Member	4
(c) Dr. P C Agarwal	Member	4
(d) Shri S. K. Pransukhka	Executive Member	3

5. Remuneration Committee

Remuneration Committee determines on behalf of the Board of Directors and shareholders, the Company's policy on specific remuneration packages for executive director including pension rights and any compensation payments. It was reconstituted and now comprises of Shri. Ashoke K Dutta, Director as Chairman, Dr. Debasis Sengupta, Director as member, Dr. P. C. Agarwal, Director as a member & Shri. S. K. Pransukhka, Vice President (Finance) 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, 2008, are set out below :

Name of Director	Remuneration (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Shri. A. K Agarwal	16,30,927	Nil	16,30,927
Shri. K. Arya	Nil	4,000	4,000
Dr. Debasis Sengupta	Nil	6,000	6,000
Shri Ashoke K Dutta	Nil	6,000	6,000
Dr. Ashok Agarwal	Nil	4,000	4,000
Shri. V. K. Jain	Nil	6,000	6,000
Dr. P. C Agarwal	Nil	8,000	8,000
Shri. Prakash Agarwal	Nil	6,000	6,000
Shri. Ashok Surana	Nil	8,000	8,000
Shri. Ashish Agarwal	15,17,843	NIL	15,17,843

Notes :

- (i) Appointment of Chairman is for five years. All elements of remuneration of the Chairman i.e. Salary, Perquisites and other benefits, etc. are given in Schedule 15 annexed to and forming part of Profit & Loss Account. 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 A. K. Agarwal, Chairman, Shri. Ashish Agarwal, Managing Director and Dr. Ashok Agarwal, Director of the Company are related to each other.
- (iii) The Non-Executive Directors are paid sitting fees for attending Board & Committee Meetings.

6. Shareholders/Investors' Grievance Committee

The Company's Shareholders cum Investors Grievance Committee looks 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 is Sri V. K. Jain, Director with Dr. P C Agarwal, Director and Sri Ashok Surana, Director as its members. The Company Secretary acts as the Secretary to the Committee. The Board has designated Sri A. K. Thirani, Company Secretary as the Compliance Officer.

During the year 4 complaints were received from 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, 2009.

**7. Compensation Committee**

The Company's Compensation Committee looks into all matter related to working of Employees Stock Option Scheme.

The Chairman of the Committee is Mr. Ashoke K. Dutta with Mr. Prakash Agarwal, Director and Mr. Ashok Surana, Director as its member.

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

8. General Body Meetings

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

Financial Year	Location of the Meeting	Date	Time
2005-2006	Rituraj Hotel, Guwahati, Assam	25.09.2006	3.00 P.M.
2006-2007	Rituraj Hotel, Guwahati, Assam	31.07.2007	1.00 P.M.
2007-2008	Vishwaratana Hotel, Guwahati, Assam	04.09.2008	1.00 P.M.

All the resolutions set out in the respective notices were passed by the members. A proposal by a shareholder proposing himself as Director was defeated by majority at the Annual General Meeting held on 31.07.2007. There were no resolutions put through postal ballot last year. There is no business at the ensuing Annual General Meeting requiring implementation of the postal ballot under the applicable rules.

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.

- 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 Schedule 15 to the Annual Accounts of the company for the year ended 31st March, 2009.
- 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.
- The Company does not have any Whistle Blower Policy as of now, but no personnel is being denied any access to the Audit Committee.
- 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.
- CEO/CFO Certificate in terms of clause 49(V) has been submitted to the Board of Directors.

10. Means of Communication

- Half-Yearly Report sent to each household of shareholders : No
- Quarterly Results : Quarterly results are taken on record by the Board of Directors and submitted to the Stock Exchanges as per requirements of the Listing Agreements.
- Newspapers wherein results normally published : English News Paper - Business Line, Business Standard, Sentinel
Vernacular Newspapers - Ajir Asom
- Websites where displayed : www.abcindia.com
- Whether it also displays official news releases & presentations made to institutional investors/ analysts : No
- Whether MD & A is a part of Annual Report : Yes

11. General Shareholder Information

11.1 Annual General Meeting:	
Date and Time	24th day of August, 2009 at 1:00 PM
Venue	Vishwaratna Hotel, Onkar Plaza, A.T. Road, Guwahati, Assam.
11.2 Financial Calendar (2009-2010) (tentative)	
Financial Reporting and Limited Review Report	
Quarter ending June 30, 2009	: Last week of July, 2009
Quarter/Half Year ending September 30, 2009	: Last week of October, 2009
Quarter ending December 31, 2009	: Last week of January, 2010
Quarter/Year ending March 31, 2010	: Last week of April, 2010
11.3 Book Closure date(s)	: Monday, the 10th August, 2009 to Monday, the 24th August, 2009 both days included.
11.4 Dividend Payment date	: Not-applicable
11.5 Listing of Equity Shares on Stock Exchanges	: Bombay Stock Exchange Limited The Calcutta Stock Exchange Association Limited

(Note: Annual listing fees for the financial year(s) 2008-09 to 2009-10 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	: INE125D01011
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, 2008	54.00	35.35
May, 2008	62.85	39.10
June, 2008	50.90	40.25
July, 2008	43.00	34.05
August, 2008	57.60	38.00
September, 2008	43.35	32.00
October, 2008	35.00	17.75
November, 2008	28.95	21.45
December, 2008	32.90	19.10
January, 2009	33.00	23.15
February, 2009	29.65	23.45
March, 2009	28.80	23.00

11.8 Registrar and Share Transfer Agents : M/s. MCS Limited, 77/2A Hazra Road, Kolkata - 700 029

11.9 Share Transfer System :

Trading in Equity Shares of the Company is permitted in dematerialised 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, 2008

No. of Equity Shares Held	Number of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 - 500	5155	93.24	695531	12.87
501 - 1000	177	3.20	144346	2.67
1001 - 2000	94	1.70	133483	2.47
2001 - 3000	26	0.47	65570	1.21
3001 - 4000	15	0.22	53570	0.99
4001 - 5000	13	0.23	60684	1.12
5001 - 10000	12	0.22	91030	1.69
10001 - 50000	19	0.34	474790	8.79
50001 - 100000	6	0.11	422831	7.84
100001 and above	12	0.22	3260527	60.35
GRAND TOTAL	5529	100.00	5402362	100.00

(b) Categorisation of Shareholders as on 31st March, 2009 :

Category	Number of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Indian Promoter(s)/ Persons acting in Concert	11	0.20	2780103	51.46
Foreign Promoter	-	-	-	-
Resident Individuals & Corporates	5492	99.33	2593612	48.01
Financial Institutions/ Banks/Mutual Funds	1	0.02	100	0.00
NRI's/OBC's/ Foreign National	25	0.45	28547	0.53
Shares in Transit (NSDL/CDSL)	-	-	-	-
GRAND TOTAL	5529	100	5402362	100

- 11.11 Dematerialisation of Shares : 4935791 equity shares representing 91.36% 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, 2009.
- 11.12 Outstanding GDR/ADR Warrants or any Convertible Instruments, Conversion date and likely impact on equity : The Company has not issued any of these instruments so far.
- 11.13 Registered Office : Kedar Road, Guwahati - 781 001
- 11.14 Address for Investor Correspondence : C -121, Bangur Avenue, Kolkata - 700 055
Phone : (033) 25749589
Email : vrmd@abcindia.com

By order of the Board

Place : Kolkata
Date : July 24, 2009

A. K. Agarwal **Ashish Agarwal**
Chairman 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, 2009 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.**
Chartered Accountants

M. AGARWAL
Partner
M. No. 52474

Place : Kolkata

Date : the 24th day of July, 2009

MANAGEMENT DISCUSSION & ANALYSIS

Industry structure and development

A major part of transportation business in India is done in unorganised sector. Our Company is one of the large entities in organized sector in this industry. Performance, growth and development of transport sector is directly linked with and depends on performance, growth and development of Indian industry. In spite of economic recession the Indian Industry has shown economic growth and development and now requires value added logistics solutions. The transport sector is also expected to benefit from the economic growth and development of Indian industry.

Opportunities and Threats

Road transportation & Logistics solutions are one of the most important prerequisites for development of trade and industry. After some period of economic recession, the Indian industry is showing signs of revival. With economic growth and development, demand for road transport services and logistics solutions shall also grow. However, the development and growth of road transport depends upon growth in trade and industry, good and well maintained road conditions, stable prices of fuel, prices and availability of fuel efficient commercial vehicles and Government policies relating to trade and motor transport.

Segment-wise or product-wise performance

The Company has two primary business segments namely, Freight & Services and Petrol Pump Division. Out of the total earnings for these two segments amounting to Rs.15843 Lakhs, the Freight & Services Division's earning was Rs.11595 Lakhs, and the Petrol Pump Division's share was Rs.4248 Lakhs.

Outlook

The Company has presence all over India and especially in North Eastern States. The Company also has capabilities and competency to offer both domestic road transportation and international freight forwarding services to its customers. Further, the Company has also developed capacities to transport super over dimensional and over weight consignments. With these advantages, we have good prospects of demand for Company's services. The Company is also providing innovative products to its customers with value addition in its services.

Risks and concerns

Our Company, like 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 benchmarked with best practices in Indian Road Transport Sector.

Internal control systems and their adequacy

The Company has a well-defined organisation 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.16364 Lakhs as compared with previous year's total earnings of Rs.14010 Lakhs. The profit before Interest, Depreciation and Taxation was Rs.1209 Lakhs. Interest cost for the year amounted to Rs.375 Lakhs, Depreciation (net of depreciation on revalued assets transferred from Capital Reserve) was Rs.228 Lakhs and provision for taxation for the year is Rs.180 Lakhs. Accordingly, the profit after taxation for the year is Rs.426 Lakhs which includes income on account of exceptional items Rs.454 Lakhs. The Company has taken strategic steps to improve its business requiring value added logistics solutions, where profit margins are expected to be better.

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 current 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 515 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.

AUDITORS' REPORT

To the Members of
ABC INDIA LIMITED

1. We report that we have audited the attached Balance Sheet of **ABC INDIA LIMITED** as at 31st March, 2009, and the Profit & Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provided a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, (the Act) and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us during the course of audit we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order so far as the same are applicable, on the facts and circumstances to the Company.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) 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.
 - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - (iii) The Balance Sheet and Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act.
 - (v) On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2009 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, 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 31st March, 2009;
 - (b) in the case of the Profit & Loss Account, 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.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants

M. Agarwal
Partner

Place : Kolkata
Date : the 26th day of May, 2009

Membership No. 52474

ANNEXURE

(Referred to in paragraph 3 of our report of even date on Balance Sheet as at 31st March, 2009 and Profit & Loss Account 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 replaced a portion of its Fixed Asset and disposed off some of its non productive Office Building. In our opinion and according to the information and explanation given to us sale of such 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. No material discrepancies were noticed on verification between the physical stocks and the book records.
- (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.
- (b) 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) are not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business for purchases of inventory, fixed assets and for 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.
- (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) No transaction exceeding the value of rupees five lacs have been made in pursuance of contracts referred to in Section 301 of the Companies Act, 1956.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of clause (vi) are not applicable to the Company.
- (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, Employee's State Insurance, Investors Education and Protection Fund, 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, 2009, 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 dues that have not been deposited on account of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues for dispute pending before appropriate authorities.
- (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 bank 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) In our opinion, terms and conditions on which the Company has given guarantees for loans or other facilities taken by others from banks or financial institutions, are prima-facie not prejudicial to the interest of the Company.
- (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) According to the information and explanations given to us, cash embezzlement amounting to Rs. 5,34,321/- by company's employee was noticed and reported during the year, and we have been explained that the company has taken appropriate legal steps in the matter.

For **AGARWAL KEJRIWAL & CO.**
Chartered Accountants

M. Agarwal
Partner

Membership No. 52474

Place : Kolkata

Date : the 26th day of May, 2009

ABC INDIA LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2009**

	Sch. No.	As at 31st March, 2009 Rs.	As at 31st March, 2008 Rs.
SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
Share Capital		5,39,70,120	5,39,70,120
Reserves and Surplus		30,46,23,936	25,52,54,822
		35,85,94,056	30,92,24,942
LOAN FUNDS			
Secured Loans		27,48,42,230	28,01,25,609
Unsecured Loans		22,01,084	83,74,010
		27,70,43,314	28,84,99,619
DEFERRED TAX LIABILITY		3,69,80,136	2,97,84,605
TOTAL		67,26,17,506	62,75,09,166
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block		44,95,62,720	42,17,86,488
Less : Depreciation		16,80,83,346	15,59,26,349
Net Block		28,14,79,374	26,58,60,139
Advance against capital assets		78,74,515	93,62,619
		28,93,53,889	27,52,22,758
INVESTMENTS			
CURRENT ASSETS, LOANS AND ADVANCES			
Stock-in-Trade		21,02,144	23,36,446
Sundry Debtors		32,61,63,771	35,13,11,980
Cash and Bank Balances		5,51,38,855	1,71,11,248
Advances		9,51,68,952	9,73,28,363
Sub - Total (A) :		47,85,73,722	46,80,88,037
Less : Current Liabilities & Provisions			
Liabilities		12,43,86,126	14,23,12,647
Provisions		1,88,00,000	2,74,45,000
Sub - Total (B) :		14,31,86,126	16,97,57,647
Net Current Assets (A - B)		33,53,87,596	29,83,30,390
NOTES ON ACCOUNTS			
TOTAL		67,26,17,506	62,75,09,166

This is the Balance Sheet referred to in our report of even date annexed

For **AGARWAL KEJRIWAL & CO.**

Chartered Accountants

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated, the 26th day of May, 2009

A. K. AGARWAL
Chairman

V. K. JAIN
Director

A. K. THIRANI
Secretary

ASHISH AGARWAL
Managing Director

DR. DEBASIS SENGUPTA
Director

SUSHIL PRANSUKHKA
Vice President

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009**

	Sch. No.	For the year ended 31st March, 2009 Rs.	For the year ended 31st March, 2008 Rs.
INCOME			
Earning from Freight & Services	7	1,15,95,13,842	1,07,73,76,346
Sale of Petroleum Products		42,47,57,100	32,13,70,691
Other Sources	8	5,20,89,322	23,37,540
Amount transferred from Capital Reserve			
Being depreciation/amortization on revalued assets		14,45,482	15,00,669
		1,63,78,05,746	1,40,25,85,246
EXPENDITURE			
Expenditure relating to Transportation Services	9	92,39,40,521	86,53,18,947
Cost of Sales	10	42,20,39,797	31,79,48,772
Expenditure on Personnel	11	8,30,42,252	6,89,45,093
Office Establishment and Administrative Expenses	12	7,70,07,151	6,85,31,055
Other Expenses	13	76,16,800	27,46,991
Provision for doubtful debts	14	18,35,205	6,82,780
Interest		3,75,24,891	2,93,85,179
Depreciation/Amortization		2,41,92,207	2,05,97,440
		1,57,71,98,824	1,37,41,56,257
Profit before Tax		6,06,06,922	2,84,28,989
Provision for Current Tax		94,00,000	65,00,000
Provision for Fringe Benefit Tax		14,00,000	15,00,000
Provision for Deferred Tax		71,95,531	34,31,765
Profit after Taxation		4,26,11,391	1,69,97,224
Add: (i) Tax Adjustment for earlier year		6,43,664	(21,27,136)
(ii) Balance of Profit & Loss brought forward from last year		4,32,83,357	2,84,13,269
		8,65,38,412	4,32,83,357
APPROPRIATIONS			
Balance carried forward to Balance Sheet		8,65,38,412	4,32,83,357
NOTES ON ACCOUNTS			
Weighted average Basic & Diluted Earning Per Share (PAT)	15	8.01	2.85

This is the Profit & Loss Account referred to in our report of even date annexed

For AGARWAL KEJRIWAL & CO.

Chartered Accountants

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated, the 26th day of May, 2009

A. K. AGARWAL

Chairman

V. K. JAIN

Director

A. K. THIRANI

Secretary

ASHISH AGARWAL

Managing Director

DR. DEBASIS SENGUPTA

Director

SUSHIL PRANSUKHKA

Vice President

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

	For the year ended 31st March, 2009 (Rs. in thousand)	For the year ended 31st March, 2008 (Rs. in thousand)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	60,607	28,429
Adjusted for :		
Prior period expenditure	98	4
Net Profit before Tax and Extra-ordinary items	<u>60,509</u>	<u>28,425</u>
Adjusted for :		
Depreciation	22,747	19,097
Provision for Doubtful Debts	1,152	(1,227)
Transfer from Surplus Plan Fund	1,417	—
Interest Received	(2,763)	(1,079)
Interest Paid	37,525	29,385
Loss on Sale of Investment	1,500	1
(Profit)/Loss on Sale of Fixed Asset	(46,962)	(443)
(Profit)/Loss from Partnership Firm	(74)	(11)
Dividend Received	(528)	(264)
	<u>14,015</u>	<u>45,458</u>
Operating Profit before Working Capital Changes	74,524	73,883
Adjusted for Increase/Decrease in :		
Trade and Other Receivable	23,996	(60,611)
Loans, Advances and Deposits	(1,075)	10,794
Inventories	234	1,086
Trade Payable	(16,212)	(20,590)
	<u>6,942</u>	<u>(69,321)</u>
Cash generated from Operation	81,466	4,562
Direct Taxes Paid	11,910	14,309
Cash Flow before Extra-ordinary items	69,556	(9,747)
Net prior period adjustment	98	4
Net Cash from Operating Activities	<u>69,654</u>	<u>(9,743)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchases of Fixed Assets	(59,324)	(46,430)
Sale of Fixed Assets	68,734	2,501
(Purchase)/Sale of Investment	1,500	1,475
Capital (Deposit)/Withdrawn from Partnership Firm	3,154	(30,154)
Interest Received	2,763	1,079
Dividend Received	528	264
Net Cash used in Investing Activities	<u>17,355</u>	<u>(71,265)</u>

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009 (CONTD.)**

	For the year ended 31st March, 2009 (Rs. in thousand)	For the year ended 31st March, 2008 (Rs. in thousand)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowing (Net)	(11,456)	33,856
Dividend Paid	—	(7)
Interest Paid	(37,525)	(29,385)
Net Cash used in Financing Activities	(48,981)	4,463
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	38,028	(76,545)
Cash and Cash Equivalents (Opening Balance)	17,111	93,656
Cash and Cash Equivalents (Closing Balance)	55,139	17,111

Note : (1) The above cash flow has been prepared under the "Indirect Method"

as set out in the Accounting Standard - 3 issued by the ICAI.

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

As per our Report of even date

For AGARWAL KEJRIWAL & CO.

Chartered Accountants

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated, the 26th day of May, 2009

A. K. AGARWAL

Chairman

V. K. JAIN

Director

A. K. THIRANI

Secretary

ASHISH AGARWAL

Managing Director

DR. DEBASIS SENGUPTA

Director

SUSHIL PRANSUKHKA

Vice President

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2009

	As at 31st March, 2009 Rs.	As at 31st March, 2008 Rs.
SCHEDULE - 1		
SHAREHOLDERS' FUNDS		
A. SHARE CAPITAL		
Authorised		
1,00,00,000 (1,00,00,000) Equity Share of Rs.10/- each.	10,00,00,000	10,00,00,000
Issued, Subscribed and Paid-up		
54,02,362 Equity Shares of Rs.10/- each fully paid (including 33,02,082 Equity Shares issued as fully paid up bonus share by capitalisation of reserves)	5,40,23,620	5,40,23,620
Less : Calls-in-Arrears by other than managing agents etc. or directors	53,500	53,500
	<u>5,39,70,120</u>	<u>5,39,70,120</u>
B. RESERVES AND SURPLUS		
a) Capital Reserve		
Balance as per last Account	7,08,12,520	7,23,13,189
Add : Transfer of surplus in amortisation of revaluation in assets	7,71,974	—
Less : (1) Write up amount of asset sold transferred to General Reserve	46,70,765	—
(2) Depreciation on write up amount of assets transferred to Profit & Loss Account	14,45,482	15,00,669
Sub - Total (a)	<u>6,54,68,247</u>	<u>7,08,12,520</u>
b) Share Premium Account		
Balance as per last Account	2,50,62,780	90,62,780
Add : On Equity Shares issued during the year	—	1,60,00,000
Sub - Total (b)	<u>2,50,62,780</u>	<u>2,50,62,780</u>
c) General Reserve		
Balance as per last Account	11,60,96,165	11,60,96,165
Add : (1) Transferred to Surplus in Gratuity Plan Funds	67,87,567	—
(2) Balance written up amount on asset sold transferred from Capital Reserve	46,70,765	—
Sub - Total (c)	<u>12,75,54,497</u>	<u>11,60,96,165</u>
d) Profit & Loss Account		
Balance as per annexed Account	8,65,38,412	4,32,83,357
Sub - Total (d)	<u>8,65,38,412</u>	<u>4,32,83,357</u>
Total : (a+b+c+d)	<u>30,46,23,936</u>	<u>25,52,54,822</u>

**SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2009 (CONTD.)**

	As at 31st March, 2009 Rs.	As at 31st March, 2008 Rs.
SCHEDULE - 2		
LOAN FUNDS		
A. Secured Loans		
1. Against hypothecation of Vehicles :		
From Banks	2,80,34,829	1,17,54,485
From Other Financiers	1,46,08,054	1,71,20,034
	<u>4,26,42,883</u>	<u>2,88,74,519</u>
2. Overdraft/Cash Credit facility from banks -		
a) Indian Overseas Bank (Secured by mortgage of specific immovable properties and personal guarantee of Chairman & Managing Director)	3,29,63,784	6,82,40,338
b) UCO Bank (Secured by exclusive charge on book debts & movable current assets excluding inventory, mortgage of specific Immovable Properties, and personal guarantee of Chairman) - Cash Credit Facility	9,97,29,469	2,55,28,013
- Foreign Currency Loan against FCNR (B)	—	5,02,64,203
c) United Bank of India (Secured against equitable mortgage of specified immovable properties, first charge by way of hypothecation of specified Plant & Machinery and personal guarantee of Chairman)	9,95,06,094	10,72,18,536
	<u>23,21,99,347</u>	<u>25,12,51,090</u>
Sub - Total (A)	<u>27,48,42,230</u>	<u>28,01,25,609</u>
B. Unsecured Loans		
From Bodies Corporate other than Banks	22,01,084	83,74,010
Sub - Total (B)	<u>22,01,084</u>	<u>83,74,010</u>
Total : (A + B)	<u>27,70,43,314</u>	<u>28,84,99,619</u>

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2009 (CONTD.)

SCHEDULE - 3 FIXED ASSET

Description of Assets	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK	
	Cost as at 1st April, 2008 Rs.	Additions during the year Rs.	Sales/ Adjustment Rs.	Cost as at 31st March, 2009 Rs.	Up to 31st March, 2008 Rs.	For the year Rs.	Sales/ Adjustment Rs.	Upto 31st March, 2009 Rs.	As on 31st March, 2009 Rs.	As on 31st March, 2008 Rs.
LAND										
Land Freehold	7,71,19,063	1,54,29,748	1,66,37,692	7,59,11,119	—	—	—	—	7,59,11,119	7,71,19,063
Land Leasehold	2,56,47,525	—	39,83,306	2,16,64,219	38,95,916	1,39,424	22,28,830	18,06,510	1,98,57,709	2,17,51,609
BUILDINGS										
Buildings (Office & Godown)	14,09,49,861	42,01,523	24,68,581	14,26,82,803	6,02,84,830	46,63,451	12,86,716	6,36,61,565	7,90,21,238	8,06,65,031
Buildings (Residential)	99,91,057	—	—	99,91,057	24,23,715	1,62,854	—	25,86,569	74,04,488	75,67,342
PLANT AND MACHINERY										
Weighing Scale	5,58,690	—	—	5,58,690	5,55,719	2,079	—	5,57,798	892	2,971
Chainpully / Cranes	2,22,302	—	—	2,22,302	2,14,105	3,300	—	2,17,405	4,897	8,197
Other Machineries	57,50,855	1,10,000	—	58,60,855	18,76,778	2,75,328	—	21,52,106	37,08,749	38,74,077
Air Compressor	84,535	—	—	84,535	53,084	3,886	—	56,970	27,565	31,451
FURNITURES & FITTINGS										
	1,77,25,493	31,87,416	15,394	2,08,97,515	91,12,128	11,20,043	15,394	1,02,16,777	1,06,80,738	86,13,365
VEHICLES										
Trucks and Trailors (Imported)	1,66,27,096	—	—	1,66,27,096	1,66,27,095	—	—	1,66,27,095	1	1
Trucks and Trailors (Indigenous)	8,18,83,674	2,73,12,727	75,86,034	10,16,10,367	4,55,04,567	1,29,88,727	74,66,257	5,10,27,037	5,05,83,330	3,63,79,107
Scooters & Cycles	8,25,518	—	—	8,25,518	8,25,517	—	—	8,25,517	1	1
Motor Vehicles	1,45,05,238	35,64,234	18,97,296	1,61,72,176	36,64,184	14,27,969	7,28,243	43,63,910	1,18,08,266	1,08,41,054
OTHERS										
Office Equipment	1,06,42,538	8,00,891	4,06,396	1,10,37,033	55,88,212	5,34,967	2,80,281	58,42,898	51,94,135	50,54,326
Electrical Equipments	45,27,251	97,700	41,000	45,83,951	19,19,115	2,28,094	29,489	21,17,720	24,66,231	26,08,136
Computers	1,40,25,773	61,07,692	—	2,01,33,465	31,05,443	26,16,056	—	57,21,499	1,44,11,966	1,09,20,330
Generators	7,00,019	—	—	7,00,019	2,75,941	26,029	—	3,01,970	3,98,049	4,24,078
GRAND TOTAL :	42,17,86,488	6,08,11,931	3,30,35,699	44,95,62,720	15,59,26,349	2,41,92,207	1,20,35,210	16,80,83,346	28,14,79,374	26,58,60,139
PREVIOUS YEAR	41,78,22,760	4,44,03,149	4,04,39,421	42,17,86,488	17,37,10,699	2,05,97,440	3,83,81,790	15,59,26,349	26,58,60,139	24,41,12,061

- Gross Block includes Rs. 8,44,19,500/- (Rs. 9,10,89,000/-) added thereto on revaluation of Leasehold Land, Freehold Land, Office and Godown Building and Residential Building made by Independent valuers during the period ended 30.09.1987 and 31.03.1995.
- Depreciation / amortization for the year, on write up value of assets made in the year ended 30.09.1987 and 31.03.1995 has been provided at SLM rates as per Schedule - XIV of the Companies Act 1956, and in case of leasehold properties over the lease term amounting Rs. 14,45,482/- (Rs. 15,00,669/-) and equal amount has been transferred from Capital Reserve Account to Profit & Loss Account.

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2009 (CONTD.)

	Nos.	As at 31st March, 2009 Rs.	Nos.	As at 31st March, 2008 Rs.
SCHEDULE - 4				
INVESTMENTS (Other than Trade)				
A. Long-term at Cost				
In Unquoted fully paid up Equity Shares of Rs 10/- each in Bodies Corporate				
i) Utsav Prakashan Ltd. (Company under same management)	49,500	4,95,000	49,500	4,95,000
ii) Trust House Securities Ltd.	—	—	3,00,000	30,00,000
iii) G. L. Media Services P. Ltd.	50,000	5,00,000	50,000	5,00,000
iv) Nissin ABC Logistic Pvt. Ltd.	2,64,000	26,40,000	2,64,000	26,40,000
Sub - Total		<u>36,35,000</u>		<u>66,35,000</u>
B. Current Investments				
Capital in Partnership Firm -				
Assam Bengal Carriers		4,47,36,021		4,78,16,018
Total : A + B		<u>4,83,71,021</u>		<u>5,44,51,018</u>
Less : Provision for diminution in value of investment in Shares of Utsav Prakashan Limited		4,95,000		4,95,000
Grand Total		<u>4,78,76,021</u>		<u>5,39,56,018</u>


SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2009 (CONTD.)

	As at 31st March, 2009 Rs.	As at 31st March, 2008 Rs.
SCHEDULE - 5		
CURRENT ASSETS, LOANS AND ADVANCES		
Current Assets		
Stock-in-Trade		
Petroleum products & Spare Parts (Taken, valued and certified by the Management)	21,02,144	23,36,446
	<u>21,02,144</u>	<u>23,36,446</u>
Sundry Debtors		
(Unsecured, Considered Good unless Otherwise stated) [Refer note no.13(a) of Schedule 15]		
Debts due for more than six months	2,34,15,106	2,21,80,259
Other Debts	30,45,83,870	32,98,14,501
	<u>32,79,98,976</u>	<u>35,19,94,760</u>
Less : Provision for bad and doubtful debts	18,35,205	6,82,780
	<u>32,61,63,771</u>	<u>35,13,11,980</u>
Cash and Bank Balances		
Cash Balance		
Cash in hand	90,59,982	19,69,853
Cheques in hand	2,87,20,200	—
Sub - Total (a)	<u>3,77,80,182</u>	<u>19,69,853</u>
Cash at Bank (with Scheduled Banks)		
In Current Account	96,88,566	22,59,747
In Fixed Deposit Account [Pledged with bank towards Margin money for bank guarantee] (Including Interest Accrued but not due (Rs. 4,08,174/-) (P.Y.- Rs. 4,94,353/-)	76,70,107	1,28,81,648
Sub - Total (b)	<u>1,73,58,673</u>	<u>1,51,41,395</u>
Total (a + b)	<u>5,51,38,855</u>	<u>1,71,11,248</u>
Advances (Unsecured, considered good)		
(Recoverable in cash or in kind or for value to be received)		
Rent Receivable	88,55,794	36,69,560
Advance to Employees	15,42,119	15,85,544
Prepaid Expenses	21,900	19,26,505
Other Advances	2,67,85,848	2,82,43,904
Surplus of Gratuity Plan Funds	53,70,320	—
Advance Fringe Benefit Tax	27,16,590	36,36,592
Income Tax deducted at source & refunds (including Rs.1,40,000/- seized)	3,75,45,412	4,52,30,396
Deposits		
Deposits with Customs, Port Trust etc.	2,61,445	35,147
Others	1,20,69,524	1,30,00,715
Total	<u>9,51,68,952</u>	<u>9,73,28,363</u>

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2009 (CONTD.)

	As at 31st March, 2009 Rs.	As at 31st March, 2008 Rs.
SCHEDULE - 6		
CURRENT LIABILITIES & PROVISIONS		
Liabilities		
Sundry Creditors		
For Expenses	6,53,99,866	6,24,23,097
Other Liabilities	3,40,98,424	4,58,47,308
Freight Advance	2,43,57,745	3,04,47,715
Income Tax Payable	—	17,14,040
Banks (due to reconciliation)	5,30,091	18,80,487
Sub Total (a)	<u>12,43,86,126</u>	<u>14,23,12,647</u>
Provisions		
For Income Tax	1,59,00,000	2,30,00,000
For Fringe Benefit Tax	29,00,000	44,45,000
Sub Total (b)	<u>1,88,00,000</u>	<u>2,74,45,000</u>
Total (a) + (b)	<u>14,31,86,126</u>	<u>16,97,57,647</u>

SCHEDULE TO THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	For the year ended 31st March, 2009 Rs.	For the year ended 31st March, 2008 Rs.
SCHEDULE - 7		
EARNING FROM FREIGHT AND SERVICES		
From Transportation and Contract jobs		
[TDS Rs. 2,01,14,468/- (P.Y. Rs. 1,02,93,524/-)]	1,13,62,90,676	1,06,17,89,954
Rent [TDS Rs. 37,73,218/- (P.Y. Rs. 29,52,086/-)]	2,32,23,166	1,55,86,392
	<u>1,15,95,13,842</u>	<u>1,07,73,76,346</u>

SCHEDULE - 8

INCOME FROM OTHER SOURCES

Dividend on long term non trade investment	5,28,000	2,64,000
Interest (TDS Rs.1,48,809/-) (P.Y. Rs.2,63,306/-)	27,63,332	10,78,844
Profit on Sale of Assets	4,77,36,085	8,41,201
Previous years adjustment	2,17,774	32,056
Sundry balances written back	—	31,867
Foreign Exchange Fluctuation	1,92,422	52,220
Share of Profit from Partnership Firm	73,574	11,475
Insurance claim received	5,78,135	25,877
	<u>5,20,89,322</u>	<u>23,37,540</u>


SCHEDULE TO THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009 (CONTD.)

	For the year ended 31st March, 2009 Rs.	For the year ended 31st March, 2008 Rs.
SCHEDULE - 9		
EXPENDITURE RELATING TO TRANSPORTATION SERVICES		
Payment to Hired Lorries	70,82,66,338	62,60,57,711
Other Transportation Charges	4,65,79,357	5,25,54,531
Enroute Expenses	1,99,39,780	95,74,607
Shipment & Custom Clearance Expenses	6,86,46,060	11,46,38,958
Vehicle upkeep & repairs	5,59,07,773	3,96,36,782
Road Taxes	66,95,148	59,45,035
Vehicle Insurance	15,39,335	8,82,945
Commission on Booking	8,17,963	1,90,143
Claim Paid [Including provision Rs.12,24,633/- (P.Y Rs. 13,32,162/-)]	52,15,814	67,34,765
Service Tax	94,76,422	73,70,087
Other transport related expenses	8,56,531	17,33,383
	<u>92,39,40,521</u>	<u>86,53,18,947</u>
SCHEDULE - 10		
COST OF SALES		
PETROLIUM PRODUCTS		
Opening Stock	23,36,446	34,22,279
Add : Purchase	41,65,75,522	31,54,72,560
	<u>41,89,11,968</u>	<u>31,88,94,839</u>
Less : Closing Stock	21,02,144	23,36,446
	<u>41,68,09,824</u>	<u>31,65,58,393</u>
Add : Operating Expenses	52,29,973	13,90,379
Cost of Sales	<u>42,20,39,797</u>	<u>31,79,48,772</u>
SCHEDULE - 11		
EXPENDITURE ON PERSONNEL		
Salaries, Bonus and Allowances [Including Bonus provision Rs. 24,37,418/- (P.Y. Rs. 7,03,440/-)]		
For employees covered under ESI Scheme	1,74,69,146	1,77,51,649
For others	4,53,27,133	3,63,97,206
Gratuity paid [Including Rs. 5,03,249/- (P.Y. Rs. 6,75,000/-)] paid towards Recognised Employees Gratuity Fund and Rs. 14,17,247/- towards diminution of Surplus in Gratuity Plan Funds	40,52,188	22,03,401
Statutory Contribution to PF, ESI etc.	42,09,107	41,39,630
Staff Welfare Expenses	88,35,908	72,44,327
Managerial Remuneration	31,48,770	12,08,880
	<u>8,30,42,252</u>	<u>6,89,45,093</u>

SCHEDULE TO THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009 (CONTD.)

	For the year ended 31st March, 2009 Rs.	For the year ended 31st March, 2008 Rs.
SCHEDULE - 12		
OFFICE ESTABLISHMENT AND ADMINISTRATIVE EXPENSES		
Rates and Taxes	24,41,198	62,70,005
Postage, Telegram and Telephone	86,20,035	84,31,839
Printing and Stationary	21,89,704	17,18,614
Travelling and Conveyance	1,65,35,900	1,35,84,049
Electricity Charges	30,68,344	29,04,087
Legal Expenses & Compensation	4,90,250	4,45,833
General Expenses	14,33,218	24,39,335
Office Maintenance	37,72,631	31,07,249
Filing Fees	69,436	1,01,368
Vehicle Maintenance	31,50,925	28,66,739
Advertisement	5,81,901	3,88,343
Bank Charges	48,58,361	30,87,248
Subscription	2,80,303	4,96,911
Consultancy Charges	31,20,331	25,11,923
Entertainment Expenses	16,64,397	12,66,106
Conference and Seminar	15,92,074	6,41,702
Miscellaneous Repairs	24,705	2,07,232
Rent	1,53,23,500	1,29,68,222
Building Repair & Maintenance	27,97,055	16,11,684
Insurance	11,79,901	9,58,955
Auditors' Remuneration		
Audit Fees	1,68,540	1,68,540
Other Audit Expenses		
Tax Audit Fees	56,180	56,180
Internal Audit Fee	7,06,998	5,28,827
Other Expenses	55,575	53,730
Premium on forward contract	17,00,883	8,07,273
Banking Cash Transaction Tax	31,585	40,376
Directors Sitting Fees	48,000	42,000
Computers Expenses	10,45,221	8,26,685
	<u>7,70,07,151</u>	<u>6,85,31,055</u>

**SCHEDULE TO THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009 (CONTD.)**

	For the year ended 31st March, 2009 Rs.	For the year ended 31st March, 2008 Rs.
SCHEDULE - 13		
OTHER EXPENSES		
Loss on Sale of Assets	7,74,403	3,97,772
Bad debts written off	25,58,644	8,29,722
Previous years adjustment	1,19,785	28,358
Charity and Donation	17,50,652	8,67,508
Loss by theft	8,83,374	4,80,756
Loss on Sale of Investment	15,00,000	500
Foreign exchange rate fluctuation	29,942	1,42,375
	<u>76,16,800</u>	<u>27,46,991</u>
SCHEDULE - 14		
PROVISION FOR DOUBTFUL DEBTS		
Provision for Doubtful Debts	18,35,205	6,82,780
	<u>18,35,205</u>	<u>6,82,780</u>

SCHEDULE - 15

Notes on Accounts attached to and forming part of the Balance Sheet as at 31st March, 2009 and the Profit & Loss account for the year ended on that date

1. Summary of Significant Accounting Policies**l) Revenue Recognition**

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

- 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.
- 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.
- In case of composite contract jobs all receipts and outgoing 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.
- 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.
- Income from Dividend is recognised, when the right to receive such payment is established.
- Service Tax collected on freight income are included in the freight income.

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.

II) Fixed 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 and any attributable cost of bringing the asset to its working condition for its intended use.

III) Borrowing Costs

Financing costs, if incurred, relating to construction of fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use.

IV) Intangible Assets

Costs relating to softwares and licenses, which are acquired, are capitalised and amortised on a straight line basis over their useful life.

V) Investments

Investments intended to be held for more than a year are classified as long-term investments and carried at cost. However, provision for diminution in value, other than temporary, has been recognised, wherever necessary.

VI) Work-in-Progress/Stock-in-Trade**a) Stock-in-Trade**

Inventories are stated at lower of cost or net realisable 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. Provision is made for obsolete, slow-moving and damaged stock, wherever necessary.

b) Work-in-Process

Work-in-Progress as and when arise (mainly expenditure relating to incomplete transportation job) are stated at estimated/actual cost.

VII) Depreciation/Amortisation

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 has been transferred from Capital Reserve due to revaluation of assets, and separately credited to the Profit & Loss Account. Premium paid on Leasehold Properties is amortised based on their lease term.

VIII) 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 recognised as income or as expenses in the year in which they arise.

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

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

IX) Retirement Benefit

a) Provident Fund and Pension Fund are defined contribution schemes (Government scheme) and the contributions thereto are charged to the Profit & Loss Account of the year when the contributions to the respective funds are paid/due.

- b) Gratuity Liability is Defined Benefit Obligation and is fully funded by way of contribution determined on the basis of an actuarial valuation made at the end of each financial year which is in turn funded with Life Insurance Corporation of India Limited in the form of a qualifying insurance policy. Actuarial gain/losses, if any, are recognised in Statements of Profit & Loss.

The Company has used the Projected Unit Credit Method to actuarially determine the present value of its defined benefit obligation and the related current service cost and where applicable, past service cost.

(i) **Change in Projected Benefit Obligation**

(Rs. in Lacs)

Particulars	31st March, 2009	31st March, 2008
Projected Benefit Obligation at beginning of the period	91.09	95.77
Service Cost	9.91	6.82
Interest Cost	6.94	7.40
Curtailment Cost/(Credit)	0.00	0.00
Settlement Cost/(Credit)	0.00	0.00
Plan Amendments	0.00	0.00
Acquisitions	0.00	0.00
Actual Benefit Payments	(21.32)	(15.28)
Actuarial Losses/(Gains)	37.97	(3.62)
Projected Benefit Obligation at end of the period	124.59	91.09

(ii) **Change in Fair Value of Plan Assets**

(Rs. in Lacs)

Particulars	31st March, 2009	31st March, 2008
Fair Value of Plan Assets at the beginning of the period	158.97	140.95
Acquisition adjustments	0.00	0.00
Expected return on plan assets	12.91	11.50
Actual contributions	5.03	20.78
Actual Benefits From Plan Assts	0.00	(15.28)
Actuarial Gains/(Losses)	1.38	1.02
Fair Value of Plan Assets at the end of period	178.29	158.97
Discount Rate Applied	6.75%	8.60%

(iii) **Amount recognised in Balance Sheet**

(Rs. in Lacs)

Particulars	31st March, 2009	31st March, 2008
Projected Benefit Obligation	124.59	91.09
Fair Value of Plan Assets	178.29	158.97
Funded status surplus/(deficit)	53.70	67.88
Unrecognised Past Service Costs	0.00	0.00
Net Assets/(Liability) recognised in Balance Sheet	53.70	67.88
Assumptions at Discount Rate	6.75%	8.60%
Duration of Liability	13.42	Not Available

(iv) Amount recognised in the Statement of Profit & Loss

(Rs. in Lacs)

Particulars	31st March, 2009	31st March, 2008
Current Service Cost (including risk premiums for fully insured benefits)	9.91	6.82
Interest Cost	6.94	7.40
Employee Contributions	0.00	0.00
Expected return on Plan Assets	(12.91)	(11.50)
Premium for fully insured benefits	0.00	0.00
Curtailment Cost/(Credit)	0.00	0.00
Settlement Cost/(Credit)	0.00	0.00
Past Service Cost	0.00	0.00
Actuarial Losses/(Gains)	36.59	(4.64)
Total employer expense for the year as per actuarial valuation	40.52	(1.92)
Total employer expense recognised in Profit & Loss	40.52	22.03

(v) The financial assumptions used in actuarial valuation

Particulars	31st March, 2009	31st March, 2008
Discount rate	6.75%	8.60%
Expected return on assets	8.00%	8.00%
Salary escalation	5.00%	5.00%

(vi) (i) Summary of the active members of the scheme

Particulars	31st March, 2009	31st March, 2008
No. of active members	490	486
Total monthly salary (INR)	5630.40	5093.33
Average age (years)	35.71	36.44
Average past service (years)	9.60	10.07

(ii) Withdrawal Rate as per actuarial valuation

Particulars	31st March, 2009	31st March, 2008
Ages from 20-24	0.50%	0.50%
Ages from 25-29	0.30%	0.30%
Ages from 30-34	0.20%	0.20%
Ages from 35-49	0.10%	0.10%
Ages from 50-54	0.20%	0.20%
Ages from 55-58	0.30%	0.30%

X) Taxation & Deferred Tax

Tax expense comprises both current and deferred taxes. Current Tax is measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws. Deferred Tax is recognised 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.

XI) 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 AS 20 issued by the Institute of Chartered Accountants of India.


XII) 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. Such operating expenses are accounted for deriving cost of sales.

XIII) Provisions & Contingencies

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. Contingent Assets are neither recognized nor disclosed in the financial statements.

XIV) Impairment of Assets (AS-28)

The management has carried out an impairment test as per AS-28, Impairment of Assets, issued by the Institute of Chartered Accountants of India on all its fixed assets. As there was *no impairment*, no provision has been made.

XV) Interest in joint venture

The Company has a 24% interest in the joint venture, Nissin ABC Logistics Pvt. Limited, incorporated in India, which is engaged in Logistic service business.

The Company's share of the assets, liabilities, income and expenses of the jointly controlled entity as at 31 March, 2008 for which its audited accounts are available are as follows :

(Amount in '000)

Particulars	31st March, 2008	31st March, 2007
Assets		
Net Fixed Asset	3,392	3,720
Sundry Debtors	9,418	6,945
Cash and Bank Balances	4,915	5,056
Other Current Assets	826	61
Loans and Advances	3,516	2,074
Deferred Tax Assets	338	262
Miscellaneous Expenditure	7	14
Share Capital	2,640	2,640
Reserve & Surplus	8,605	6,285
Secured Loan	45	95
Unsecured Loan	3,600	4,948
Current Liabilities	6,622	3,393
Provisions	900	770
Income		
Earning from logistic services	45,739	71,384
Expenses		
Expenditure on Staff	10,822	9,492
Expenditure relating to Logistic Services	36,702	42,780
Administrative Expenses	12,469	10,486
Depreciation	1,302	1,783
Financial Expenses	397	502
Profit/(Loss) before Tax	4,247	6,772

Joint Venture has no capital expenditure commitments and contingent liabilities.

2. 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.
3. The Company has no dues to entities falling under the provisions of Micro, Small & Medium Enterprises Development Act, 2006.

4. Capital Commitments

Estimated amount is not ascertainable for contracts remaining to be executed on capital account against which advance of Rs. 78,74,515/- (P.Y. - Rs. 93,62,619/-) has been made.

5. Contingent Liabilities not provided for

(Rs. in Lacs)

Particulars	31st March, 2009	31st March, 2008
Guarantees and Counter guarantees given by the Company	574.97	798.71
Income tax liability in respect of which the Company has preferred appeals/representations before appropriate authorities. Based on judicial precedence Company's claim is likely to succeed.		
Assessment Year 2004-05	0.00	39.64
Assessment Year 2006-07	0.00	51.06
In respect of various court cases filed by/or against the Company, amount is unascertainable.		

6. Details regarding investments in the partnership firm Assam Bengal Carriers are as follows :

(Amount in Rs.)

Particulars	31st March, 2009	31st March, 2008
Total Capital of the Firm	3,25,94,152	3,42,54,217
Company's Capital in the Firm	4,47,36,021	4,78,16,018
Name and Share of Partners		
Shri Ashok Kumar Agarwal	05%	05%
ABC India Limited	05%	05%
Smt. Nirmal Agarwal	26%	26%
Smt. Sweta Agarwal	26%	26%
Shri Ashish Agarwal	26%	26%
Shri S.G.Das	02%	02%
M/s Anand Agarwal & Sons – HUF	10%	10%

7. Managerial Remuneration to Managing Director and Chairman paid/payable as per Schedule XIII to the Companies Act, 1956 :

(Amount in Rs.)

Particulars	31st March, 2009	31st March, 2008
Salaries	26,00,000	12,00,000
House Rent Allowance	4,00,000	—
Medical Reimbursement	30,110	—
Mediclaime	2,773	—
Leave Travel Concession	99,960	—
Overseas Insurance Premium	4,310	—
Club Subscription	11,617	8,880
Total	31,48,770	12,08,880
Add :		
Rent Free Accommodation	8,41,200	1,29,000
Contribution to Provident Fund	3,12,000	1,44,000
Grand Total	43,01,970	14,81,880



Note : (i) As the liability for gratuity is provided on an actuarial basis and the liability for leave encashment is provided for the company as a whole, the amount pertaining to the Chairman and Managing Director is not ascertainable and therefore, not included above.

(ii) As against the total rent and maintenance charges payment of Rs. 9,31,200/- (P.Y. - Rs. 3,69,000/-), recovery of an amount of Rs. 90,000/- has been made from the salary of the Chairman and Managing Director and the figure against the Rent Free Accommodation has been shown after such recovery.

8. Computation of Net Profit in accordance with Section 349 of the Companies Act, 1956 for calculation of Remuneration payable to directors :

(Amount in Rs.)

Particulars	31st March, 2009	31st March, 2008
Profit as per Profit & Loss Account	6,06,06,922	2,84,28,989
Add :		
Directors' Remuneration	31,48,770	12,08,880
Provision for Doubtful Debts	18,35,205	6,82,780
Loss on Sale of Investment	15,00,000	500
Loss on Sale of Fixed Assets	7,74,403	3,97,772
Less :		
Profit on Sale of Fixed Assets as per Profit & Loss Account	4,77,36,085	8,41,201
Net Profit as per Section 349 of the Companies Act, 1956	2,01,29,215	2,98,77,720

9. Payment made to a relative of Managing Director :

(Amount in Rs.)

Particulars	31st March, 2009	31st March, 2008
Salary	—	3,00,000
Arrear salary	—	4,20,000
Allowances	—	4,19,166
Perquisites	—	1,10,135
Contribution to Provident Fund	—	86,400
Total	—	13,35,701

10. Earnings from transportation and related activities includes Rs. 1,01,41,365/- (P.Y. - Rs. 65,75,361/-) being earnings in foreign exchange out of which Rs. 3,24,657/- (P.Y. - Rs. 7,99,274/-) remained un-realised at the year end.

11. Expenditure on foreign tour undertaken by executives amounted to Rs. 48,50,345/- (P.Y. - Rs. 33,84,917/-) which includes cost of foreign currency purchased for Rs. 28,46,105/- (P.Y. - Rs. 12,44,399/-) and other expenses Rs. 20,04,240/- (P.Y. - Rs. 21,40,518/-). Apart from above the company has remitted foreign exchange worth Rs. 2,32,098/- (P.Y. - Rs. 28,15,671/-) on account of freight by overseas constituents spent on company's behalf and/or freight collected by company on their behalf.

12. Interest paid includes payment made to :

(Amount in Rs.)

Particulars	31st March, 2009	31st March, 2008
Banks and others for Finance of Assets	46,06,254	29,46,519
Banks on Working Capital Loan	3,23,51,260	2,51,12,839
Financial Institutions	2,55,744	5,74,313
Other Bodies Corporate	3,11,633	7,51,508

13. (a) Bad debts are ascertained by the management, each year after due consideration and written off. During the year Rs. 25,58,644/- (P.Y. - Rs. 8,29,722/-) has been written off. Although doubtful debts could not be specifically quantified, however, as an abundant precaution an amount of Rs. 18,35,205/- (P.Y. - Rs. 6,82,780/-) has been provided towards estimated bad debts.

(b) Balances of Deposits and Advances are subject to confirmation from the respective parties.

14. Related Party Disclosure

(Rs. in Lacs)

Nature of Transactions	Associates		Joint Ventures		Key Management Personnel (Managing Director, Whole time director, manager and other managerial personnel)		Relatives of Key Management Personnel (Spouse, son, daughter, brother, sister, father, mother who may influence or be influenced by such personnel in his dealings with the Company)		Total	
	31st March, 2009	31st March, 2008	31st March, 2009	31st March, 2008	31st March, 2009	31st March, 2008	31st March, 2009	31st March, 2008	31st March, 2009	31st March, 2008
Investment of capital	361.66	776.72	—	—	—	—	—	—	361.66	776.72
Withdrawn of capital	392.46	475.18	—	—	—	—	—	—	392.46	475.18
Transportation receipt	—	—	482.79	436.99	—	—	—	—	482.79	436.99
Transportation related payment	—	—	68.61	54.35	—	—	—	—	68.61	54.35
Reimbursement towards expenses	—	—	104.44	85.03	—	—	—	—	104.44	85.03
Advance taken	—	21.27	—	—	—	—	—	—	—	21.27
Advance given	—	54.53	—	—	—	—	—	—	—	54.53
Dividend recd	—	—	5.28	2.64	—	—	—	—	5.28	2.64
Rent Expense	16.74	9.69	—	—	—	—	—	—	16.74	9.69
Rent Income	17.85	15.32	—	—	—	—	—	—	17.85	15.32
Building maintenance paid	1.21	1.20	—	—	—	—	—	—	1.21	1.20
Donation Paid	6.41	—	—	—	—	—	—	—	6.41	—
Salary/ Remuneration	—	—	—	—	43.02	14.82	—	13.36	43.02	28.18
Guarantees given/obtained	175.00	175.00	—	—	—	—	—	—	175.00	175.00
Share of profit/(loss) from Firms	0.74	0.11	—	—	—	—	—	—	0.74	0.11
Outstanding Advance (taken) as at the year ended	115.29	122.37	—	—	—	—	—	—	115.29	122.37
Outstanding Advance (given) as at the year ended	38.21	38.21	—	—	—	—	—	—	38.21	38.21
Investment in Firm	447.36	478.16	—	—	—	—	—	—	447.36	478.16

Names of Related Parties :

Associates	<ol style="list-style-type: none"> 1. Boruka Properties Private Limited 2. ABC India Secure Insurance Service Private Limited 3. TCI Industries Limited 4. Boruka Public Welfare Trust 5. Gati Limited 6. Transport Corporation of India Limited 7. Utsav Prakashan Limited 8. Assam Bengal Carriers Limited 9. M/s. Assam Bengal Carriers 10. TCI Boruka Projects Ltd 11. Transcorp International Limited 12. Gusto Imports Private Limited
Joint Ventures	Nissin ABC Logistics Private Limited
Key Management Personnel	Mr. Anand Kumar Agarwal Mr. Ashish Agarwal
Relatives of Key Management Personnel	None


15. Deferred Tax Assets/Liabilities :

(Amount in Rs.)

Particulars	31st March, 2009	31st March, 2008
Liability		
a) On Timing difference in depreciable assets	3,69,80,136	3,14,23,086
Asset		
Due to deductions allowable in later years :-		
a) Interest	—	11,22,345
b) Carried Forward Losses	—	5,16,137
Net Deferred Tax Liability Carried Forward	3,69,80,136	2,97,84,605
Opening Balance	2,97,84,605	2,63,52,840
Charged to Profit & Loss Account	71,95,531	34,31,765

16. Earning Per Share

(Amount in Rs.)

Particulars	31st March, 2009	31st March, 2008
Profit after Tax and Extra Ordinary items as per Profit & Loss Account	4,32,55,055	1,48,70,088
Average No. of Equity Shares (Face value of Rs.10/- each)	54,02,362	52,09,485
Basic & Diluted EPS	8.01	2.85

17. Segment Reporting

Business segment : As per AS-17 issued by the Institute of Chartered Accountant of India the company has two segments namely Freight and Service division and Petrol Pump division.

(Rs. in Lacs)

Reportable Segment (Primary)	Freight and Services Division		Petrol Pump Division		Unallocated		Total	
	31st March, 2009	31st March, 2008	31st March, 2009	31st March, 2008	31st March, 2009	31st March, 2008	31st March, 2009	31st March, 2008
Net Segment Revenue	11595.14	10773.76	4247.57	3213.70	—	—	15842.71	13987.46
Net Segment Result [Profit/(Loss) before Tax Interest]	893.63	885.69	8.31	5.82	—	—	901.94	891.51
Less :Interest	—	—	—	—	375.25	293.85	375.25	293.85
Less : Unallocated expenses net of unallocated income.	—	—	—	—	(79.39)	313.37	(79.39)	313.37
Profit before Tax	—	—	—	—	—	—	606.07	284.29
Other Information								
Segment Assets	6741.84	6145.44	36.9	88.98	1379.3	1738.25	8158.04	7972.67
Segment Liabilities	1158.69	1255.83	20.09	45.97	64.25	121.33	1243.03	1423.13
Capital Expenditure	538.39	420.27	0	0	69.73	23.76	608.12	444.03
Depreciation	212.4	179.6	0.18	0.18	28.34	26.19	241.92	205.97

Note :

- 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 account policies as set out in Note no. 1 of Schedule 15.

18. Quantitative information as to purchase, sales, opening & closing stock are given below :

Item Name	Opening Stock				Purchases			
	Quantity in Liters		Value in Rupees		Quantity in Liters		Value in Rupees	
	31st March, 2009	31st March, 2008	31st March, 2009	31st March, 2008	31st March, 2009	31st March, 2008	31st March, 2009	31st March, 2008
Diesel	17,986	32,444	6,19,150	10,85,330	80,91,000	65,33,000	29,05,48,846	21,93,19,532
Petrol	9,419	23,956	4,49,576	10,96,178	21,07,000	18,39,000	10,37,97,592	8,45,45,527
Miscellaneous	—	—	12,67,720	12,40,771	—	—	2,22,29,084	1,16,07,501
Total			23,36,446	34,22,279	—	—	41,65,75,522	31,54,72,560

Item Name	Sales				Closing Stock			
	Quantity in Liters		Value in Rupees		Quantity in Liters		Value in Rupees	
Diesel	80,93,202	65,45,692	29,58,83,632	22,37,64,829	15,784	17,986	5,18,028	6,19,150
Petrol	20,98,249	18,53,526	10,55,90,691	8,61,29,271	18,170	9,419	7,60,101	4,49,576
Miscellaneous	—	—	2,32,82,777	1,14,76,591	—	—	8,24,015	12,67,720
Total			42,47,57,100	32,13,70,691			21,02,144	23,36,446

19. Previous year figures have been re-grouped and re-arranged wherever necessary and figures in brackets in Balance Sheet, Profit & Loss Account for the year ended on that date and Schedules are for previous year.

Schedule No. 1 to 15 are attached to and forming part of the Balance Sheet as at 31st March, 2009 and Profit & Loss Account for the year ended on that date and have been signed for the purpose of identification.

For AGARWAL KEJRIWAL & CO.
Chartered Accountants
MAHADEV AGARWAL
Partner
Membership No. 52474
Place : Kolkata
Dated, the 26th day of May, 2009

A. K. AGARWAL
Chairman
V. K. JAIN
Director
A. K. THIRANI
Secretary

ASHISH AGARWAL
Managing Director
DR. DEBASIS SENGUPTA
Director
SUSHIL PRANSUKHKA
Vice President

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
FOR THE YEAR ENDED 31ST MARCH, 2009****I. REGISTRATION DETAILS**

Registration No.	1393 of 1972	State Code	02
Balance Sheet Date	31.03.2009		

II. CAPITAL RAISED DURING THE YEAR (Amount in Rs. '000)

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (Amount in Rs. '000)

Total Liabilities	672617	Total Assets	672617
-------------------	--------	--------------	--------

Source of Funds

Paid-up Capital	53970	Reserve & Surplus	304624
Secured Loan	274842	Unsecured Loan	2201
Deferred Tax Liability	36980		

Application of Funds

Net Fixed Assets	289354	Investment	47876
Net Current Assets	335388	Misc. Expenditure	NIL
Accumulated Losses	NIL		

IV. PERFORMANCE OF COMPANY (Amount in Rs. '000)

Turnover	1637806	Total Expenditure	1577199
Profit before tax	60607	Profit after tax	42611
Earning per Share (Rs.)	8.01	Dividend Rate %	NIL

V. GENERIC NAMES OF THREE PRODUCTS/SERVICES OF THE COMPANY (as per monetary terms)

Item Code No. (ITC Code)	Not Available	Product	Multi-modal transportation
		Description :	Service undertaking Applicable

A. K. AGARWAL
*Chairman***ASHISH AGARWAL**
*Managing Director***V. K. JAIN**
*Director***DR. DEBASIS SENGUPTA**
*Director***A. K. THIRANI**
*Secretary***SUSHIL PRANSUKHKA**
*Vice President*Place : Kolkata
Dated, the 26th day of May, 2009**Group for purpose of inter-se transfer of shares of the Company under regulation 3(1)(e)(i) of SEBI
(Substantial Acquisition of Shares & Takeovers) Regulations, 1997**ABC Financial Services Pvt. Ltd.
Anand Kumar Agarwal
Assam Bengal Carriers
Bhoruka Properties Pvt. Ltd.
Fresh Focus Consumer Products Pvt. Ltd.
Kadambari Kapoor
Prabhu Dhan Carriers Pvt. Ltd.
Prabhu Dhan Properties Pvt. Ltd.
Sweta Financial Services Pvt. Ltd.Anand Kumar & Sons
Ashish Agarwal
Assam Bengal Carriers Ltd.
Bikky Agarwal
Gusto Imports Pvt. Ltd.
Nirmal Agarwal
Prabhu Dhan Investment Pvt. Ltd.
Sweta Agarwal

ABC INDIA LIMITED

Registered Office : KEDAR ROAD, GUWAHATI, ASSAM

PROXY FORM

Regd. Folio No. :	
DP ID No. :	
Client ID No. :	

I/We _____ of _____
in the district of _____, being a member/members of the above named Company hereby appoint
_____ of _____
in the district of _____, or failing him _____
of _____ in the district of _____
as my/our proxy to vote for me/us on my/our behalf at the Thirty Sixth Annual General Meeting of the Company to be held on
Monday, the 24th August, 2009 at 1:00 PM and at any adjournment thereof.

Signed on this _____ day of _____, 2009

Signature _____

Revenue
Stamp

Note : 1) This form in order to be effective should be stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

2) *Applicable to shareholders holding shares in electronic form

Regd. Folio No. :	
DP ID No. :	
Client ID No. :	

ABC INDIA LIMITED

Registered Office : KEDAR ROAD, GUWAHATI, ASSAM

ATTENDANCE SLIP

36th Annual General Meeting, 24th August, 2009

I certify that I am registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 36th Annual General Meeting of the Company at Vishwaratna Hotel, Onkar Plaza, A. T. Road, Guwahati - 781001, Assam at 1:00 PM on 24th August, 2009.

Member's/Proxy's name in BLOCK LETTERS

Member's/Proxy's Signature

Note : 1) Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL

2) *Applicable to shareholders holding shares in electronic form

BOOK-POST

If undelivered please return to :
ABC INDIA LIMITED
C-121 BANGUR AVENUE
KOLKATA-700 055