

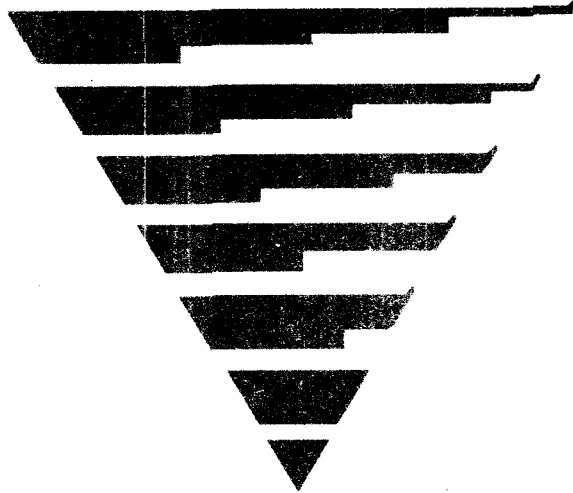
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**ANNUAL REPORT
2009-2010**

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

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NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of **ABC India Limited** will be held on Saturday, the 4th day of September, 2010 at Vishwaratna Hotel, Onkar Plaza, A. T. Road, Guwahati 781 001, 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 2010 together with the Balance Sheet as at that date.
2. To sanction declaration of dividend.
3. To appoint a Director in place of Dr. Debasis Sengupta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Ashoke Kumar Dutta, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Dr. Ashok Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
6. 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 37th Annual General Meeting to the conclusion of the 38th 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

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

"RESOLVED that pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any of the Companies Act, 1956, as approved by the Remuneration Committee, Shri Anand Kumar Agarwal, be and is hereby re-appointed as the Chairman of the Company w.e.f. 01.06.2010 for a period of 3 years ending 31.05.2013, on the terms and conditions given below" :

- a. Salary : Rs.2,00,000/- (Rupees Two Lakhs only) per month.
- b. Perquisites : In addition to salary, he shall be entitled to perquisites, which shall be valued as per the provisions of the Income Tax Act, 1961, and which unless the context otherwise requires, are classified into two categories A & B as follows :
 - A. (i) Housing : Rent Free Accommodation
 - (ii) Provision of Electricity at residential accommodation.
 - (iii) Reimbursement of Medical expenses incurred for self and family subject to a maximum of Rs.15,000/- (Rupees Fifteen Thousand only) per year.
 - (iv) Reimbursement of the cost of Individual Mediclaim Policy for self and family subject to a maximum of Rs.15,000/- (Rupees Fifteen Thousand only) per year.

- (v) Reimbursement of the cost of overseas health & related insurance subject to a maximum of Rs. 10,000/- (Rupees Ten Thousand only) per year.
 - (vi) Reimbursement of the cost of Personal Accident Insurance subject to a maximum of Rs. 15,000/- (Rupees Fifteen Thousand only) per year.
 - (vii) Fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.
 - (viii) Provision of Car with driver for use on Company's business.
- B.
- (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these are singly or put together are not taxable under the Income Tax Act, 1961.
 - (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service payable on his attaining the age of 58 years and thereafter at the end of his tenure, and
 - (iii) Encashment of leave at the end of tenure.

General terms and conditions :

- i. The office of the Chairman may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
- ii. The terms and conditions set out for appointment and payment of remuneration herein may be altered and varied by the Board, as it may, from time to time, deem fit.

Overall Remuneration :

Above remuneration shall be subject to an overall limit of 5% of the net profits individually, and 10% of the net profits collectively to all the Managerial Personnel, as calculated in accordance with Sections 198 and 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII thereto, as may for the time being in force.

Minimum Remuneration :

Where in any financial year during the currency of tenure of Shri Anand Kumar Agarwal, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary and perquisites and other allowances as above subject to and not exceeding the ceiling of Rs.30,00,000/- (Rupees Thirty Lakhs only) per annum or Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month, specified under Paragraph 1 (B) of Part II of Schedule XIII to the Companies Act, 1956.

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

RESOLVED that pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII thereto and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded that the terms and conditions relating to remuneration of appointment of Shri Ashish Agarwal, as Managing Director be modified and varied w.e.f. 1st August, 2010 for the remaining tenure of his existing appointment ending 31st July, 2011 as follows :

- a. Salary : Rs.1,45,000/- (Rupees One Lakh Forty Five Thousand only) per month.
- b. Perquisites : In addition to salary, he shall be entitled to perquisites, which shall be valued as per the provisions of the Income Tax Act, 1961, and which unless the context otherwise requires, are classified into two categories A & B as follows :
 - A. (i) Housing : Monthly House Rent Allowance to the maximum extent of 50% of Salary or Rent Free Accommodation in lieu thereof.
 - (ii) Provision of Electricity at the residential accommodation.
 - (iii) Reimbursement of Medical expenses incurred for self and family subject to a maximum of Rs.15,000/- (Rupees Fifteen Thousand only) per year.
 - (iv) Leave Travel Concession for self and family subject to a maximum of one month salary per year.

- (v) Reimbursement of the cost of Individual Mediclaim Policy for self and family subject to a maximum of Rs.10,000/- (Rupees Ten Thousand only) per year.
 - (vi) Reimbursement of the cost of overseas health & related insurance subject to a maximum of Rs.7,000/- (Rupees Seven Thousand only) per year.
 - (vii) Reimbursement of the cost of Personal Accident Insurance subject to a maximum of Rs.15,000/- (Rupees Fifteen Thousand only) per year.
 - (viii) Fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees.
 - (ix) Provision of car with driver for use on Company's business.
- B. (i) Contribution to provident fund, superannuation fund or annuity fund to the extent these are singly or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and,
- (iii) Encashment of leave at the end of tenure.

General terms and conditions :

The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.

The terms and conditions set out for appointment and payment of remuneration herein may be altered and varied by the Board, as it may, from time to time, deem fit.

Overall Remuneration :

Above remuneration shall be subject to an overall limit of 5% of the net profits individually, and 10% of the net profits collectively to all the Managerial Personnel, as calculated in accordance with Sections 198 and 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII thereto, as may for the time being in force.

Minimum Remuneration :

Where in any financial year during the currency of tenure of Shri Ashish Agarwal, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary and perquisites and other allowances not exceeding the ceiling of Rs.30,00,000/- (Rupees Thirty Lakhs only) per annum or Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month, specified under Paragraph 1 (B) of Part II of Schedule XIII to the Companies Act, 1956.

Kolkata
The 12th day of July, 2010

By order of the Board
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. Debasis Sengupta, Shri. Ashoke Kumar Dutta and Dr. Ashok Agarwal retires by rotation and being eligible offer themselves 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 30th day of August, 2010 to Friday, the 3rd day of September, 2010, both days Inclusive for the purpose of Annual General Meeting and Dividend.
- h. Dividend, if declared at the meeting will be paid on or after 11th day of September, 2010 to those shareholders whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as at the closing of business hours on 28th August, 2010.
- i. Equity shares of the company are available for dematerialisation both with the National Securities Depository Limited and Central Depository Services India Ltd.
- j. Shareholders holding shares in dematerialised form would receive their dividend directly to the Bank account nominated by them to their Depository Participant as per SEBI directives.
- k. 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. 7**

The present terms of appointment of Shri Anand Kumar Agarwal as Chairman expires on 31.05.2010. As his services are continuously required by the Company, it is proposed to reappoint him for another period of 3 years. His reappointment and the terms and conditions thereof have been approved by a resolution passed by the Remuneration Committee, and require approval by the shareholders at a General Meeting by a Special Resolution. A statement giving information in terms of clause (iv) to Paragraph 1 (B) of Part II of the Schedule XIII to the Companies Act, 1956 is as follows :

GENERAL INFORMATION :

(1) Nature of Industry	Multi-model transportation services
(2) Date of commencement of commercial production	1972-1973
(3) <i>In case of new companies, expected date of commencement of activities as per project approval by financial institutions appearing in the prospectus</i>	<i>Not applicable as an existing company.</i>

ABC INDIA LIMITED

(4) Financial performance based on given indicators (Rs. in Lakhs)

Year ending 31st March	Turnover	Profit before Taxation & Depreciation	Profit before Taxation	Profit after Taxation
2010	14677	409	169	108
2009	16364	834	606	426
2008	14010	475	284	170
2007	11174	341	161	133
2006	10944	326	150	141
(5)	Export Performance and net foreign exchange collaboration		Earning in foreign exchange in the Financial Year 2009-2010 Rs.37,94,878/-	
(6)	Foreign investments or collaboration, if any.		The Company has 24% interest in Nissin ABC Logistics Limited, a joint venture with Nissin Corporation, Japan.	

INFORMATION ABOUT THE APPOINTEE :

(1)	Background details	He has been with the Company since its incorporation. Qualified B.Com, and aged about 57 years he has rich experience of over 38 years in the business of the Company.
(2)	Past Remuneration	Basic Salary of Rs.21,60,000/-, Rs.16,40,000./- and Rs.12,60,000/- and other perquisites as per his terms of appointment annually in Financial Year 2009-10, 2008-09 and 2007-08 respectively.
(3)	Recognition or awards	None in particular as recognised and awarded several times for specific achievements by the Company.
(4)	Job profile & his suitability	He devotes whole time attention to the management of the affairs of the Company and exercises powers subject to the superintendence, direction and control of the Board of Directors. With his rich experience and knowledge about the business of the Company he is perfectly suitable for his job profile.
(5)	Remuneration proposed	Salary Rs.2,00,000/- per month and other perquisites as spelt out in the explanatory statement hereinabove.
(6)	Comparative remuneration profile with respect to industry, size of company, profile of the position and person.	The remuneration proposed is in consonance with respect to industry, size of company, profile of the position and the person.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from salary and perquisites to be received from the Company, he has interest in the Company as promoter with substantial holdings. He is related to Shri Ashish Agarwal, Managing Director and Dr. Ashok Kumar Agarwal, Director

OTHER INFORMATION :

Reasons of loss or inadequate profits. Steps taken or proposed to be taken for improvement Expected increase in productivity and profits in measurable terms	There is profit in the Company at present, but as abundant caution, this information is being provided to the shareholders for payment of minimum remuneration to Shri Anand Kumar Agarwal, in case of no profit or inadequate profit in any financial year.
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DISCLOSURES :

Remuneration package offered to Shri Anand Kumar Agarwal, Chairman, is as per the above resolution.

Other disclosures in terms of clause IV (2) of paragraph 1-B of Section – II of Part II of Schedule XIII to the Companies Act, 1956 are being provided in the Corporate Governance Report attached to the Board of Director's Report.

None of the Directors are concerned or interested in this resolution except Shri Anand Kumar Agarwal himself Dr. Ashok Kumar Agarwal and Shri Ashish Agarwal, who are related to each other.

Item No. 8

Shri Ashish Agarwal, is serving the Company as Managing Director. His existing terms of remuneration are considered inadequate and the same are proposed to be modified and varied as set out in the proposed resolution which have been approved by the Remuneration Committee and require approval by the shareholders at a General Meeting by a Special Resolution. A statement giving information in terms of clause (iv) to Paragraph 1 (B) of Part II of the Schedule XIII to the Companies Act, 1956 is as follows :

GENERAL INFORMATION

(1) Nature of Industry	Multi-model transportation services
(2) Date of commencement of commercial production	1972-1973
(3) In case of new companies, expected date of commencement of activities as per project approval by financial institutions appearing in the prospectus	Not applicable as an existing company.

(4) Financial performance based on given indicators (Rs. in Lakhs)

Year ending 31st March	Turnover	Profit before Taxation & Depreciation	Profit before Taxation	Profit after Taxation
2010	14677	409	169	108
2009	16364	834	606	426
2008	14010	475	284	170
2007	11174	341	161	133
2006	10944	326	150	141

(5)	Export Performance and net foreign exchange collaboration	Earning in foreign exchange in the Financial Year 2009-2010 Rs.37,94,878/-
(6)	Foreign investments or collaboration, if any.	The Company has 24% interest in Nissin ABC Logistics Limited, a joint venture with Nissin Corporation, Japan.

INFORMATION ABOUT THE APPOINTEE:

(1)	Background details	He is serving the Company for past 2 years as Managing Director. During this period he has gained rich experience in the Management and Administration of Company's business. He is a qualified B.A. (Economics), and aged about 31years.
(2)	Past Remuneration	Basic Salary of Rs.14,40,000/- in Financial Year 2009-10 and Rs.8,00,000/- in Financial Year 2008-09 (for 8 months) and other perquisites as per his terms of appointment as Managing Director.
(3)	Recognition or awards	None in particular as recognised and awarded several times for specific achievements by the Company.

(4) Job profile & his suitability	His job profile shall include devoting whole time attention to the Management & Administration of the affairs of the Company and exercises powers subject to the superintendence, direction and control of the Board of Directors and Chairman. With valuable contributions made by him to the Company during his hitherto association with the Company, he has been considered perfectly suitable for his job profile.
(5) Remuneration proposed	Salary Rs. 1,45,000/- per month and other perquisites as spelt out in the explanatory statement hereinabove.
(6) Comparative remuneration profile with respect to industry, size of company, profile of the position and person.	The remuneration proposed is in consonance with respect to industry, size of company, profile of the position and the person.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from salary and perquisites to be received from the Company, he has interest in the Company as belonging to promoter group with substantial holdings. He is related to Shri Anand Kumar Agarwal, who is the Chairman of the Company and Dr. Ashok Kumar Agarwal, Director

OTHER INFORMATION :

Reasons of loss or inadequate profits. Steps taken or proposed to be taken for improvement Expected increase in productivity and profits in measurable terms	There is profit in the Company at present, but as abundant caution, this information is being provided to the shareholders for payment of minimum remuneration to Shri Ashish Agarwal, in case of no profit or inadequate profit in any financial year.
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DISCLOSURES :

Remuneration package offered to Shri Ashish Agarwal, Managing Director, is as per the above resolution.

Other disclosure in terms of clause IV (2) of paragraph 1-B of Section II of Part-II of Schedule XIII to the Companies Act, 1956 are being provided in the Corporate Governance Report attached to the Board of Director's Report.

None of the Directors are concerned or interested in this resolution except Shri Ashish Agarwal himself, Shri Anand Kumar Agarwal, Chairman and Dr. Ashok Kumar Agarwal who are related to each other.

DIRECTORS' REPORT

The Directors hereby present the 37th Annual Report of the Company together with Audited Accounts for the year ended 31st March, 2010 :

	As on 31.03.2010	(Rs. in Lacs) Previous Year
FINANCIAL RESULTS		
Turnover	14677	16364
Profit before Taxation and Depreciation	410	834
Depreciation (Net of depreciation on revalued assets transferred from Capital Reserve)	241	228
Profit before Taxation	169	606
Provision for Taxation	61	180
Profit after Taxation	108	426
Add : Balance of Profit & Loss Account brought forward	865	433
	<u>973</u>	<u>859</u>
Less : Tax adjustment for earlier year	28	(6)
Profit available for appropriation	<u>945</u>	<u>865</u>
Appropriation :		
Proposed Dividend	27	-
Tax on proposed dividend	4	-
Transfer to General Reserve	30	-
Balance carried forward to Balance Sheet	<u>884</u>	<u>865</u>

SERVICES AND EARNINGS

Company's total earnings including other income for the year amounted to Rs.14,677 lacs as compared with the previous year total earnings of Rs.16,364 lacs.

DIVIDEND

The Directors recommend for your approval for payment of dividend @ Rs. 0.50 per Equity Share of Rs. 10/- each for the year ending 31.03.2010. (Previous year Nil). The total amount of dividend including Income Tax thereon would amount to Rs. 31 lacs (Previous year Nil).

OUTLOOK

During the year under review, the Company actively pursued its marketing and operational function to improve its activities in providing logistics solutions to its customers. The demand for such service requirement was subdued in the year due to economic slowdown with apparent recovery from slowdown, the Company is working towards achieving its business from ongoing as well as new projects in major infrastructure sector. However, performance of the company in current year and coming years shall largely depend on improvement in economic situation, and successful completion of jobs in hand.

Project Cargo Division is continuously thriving to improve its capabilities. Petrol Pump segment has shown satisfactory 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	96,758	
d)	Options exercised	Nil	
e)	The total number of shares arising as a result of exercise of Options	Not Applicable	
f)	Options lapsed	33,470	
g)	Variation of the terms of Options	None	
h)	Money realized by exercise of Options	Not Applicable	
i)	Total number of Options in force	89,760	
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 options, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.

The company has calculated the employee compensation cost using the intrinsic value of the stock option. The effect on the net income and earning per share, had the fair value method been adopted is described below :

Net Income	Rs. in Lakhs
As reported	108
Add : Intrinsic value compensation cost	Nil
Less : Fair value compensation	57
Adjusted Net Income	<u>51</u>
Earning Per Share as reported	Rs. 1.48
As adjusted	Rs. 0.41

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.

Weighted average price per option	Rs. 53.01
Weighted average fair value per option	Rs. 63.87

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	1.38 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. Debasis Sengupta, Shri Ashoke Kumar Dutta and Dr. Ashok Agarwal 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. 37,94,878/- during the year (Previous year - Rs. 1,01,41,365/-). The Company has remitted foreign exchange worth Rs. 18,52,213/- (Previous year - Rs. 2,32,098/-) 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. 17,47,201/- (Previous year - Rs. 48,50,345/-) 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 12, 2010

By order of the Board
Ashish Agarwal
Managing Director

CORPORATE GOVERNANCE REPORT

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

1. Company's Philosophy on Code of Governance :

Your Company's philosophy is to enhance customers' satisfaction and 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
Shri A. K. Agarwal	Chairman	4	—	1	—	—
Shri Krishan Arya	Independent Non-Executive Director	2	—	—	—	—
Dr. Debasis Sengupta	-do-	3	1	1	1	1
Shri Ashoke K Dutta	-do-	1	—	7	1	1
Dr. Ashok Agarwal	-do-	3	—	4	—	—
Shri. V. K. Jain	- do -	4	1	1	2	—
Dr. P. C. Agarwal	- do -	4	—	—	3	—
Shri Prakash Agarwal	- do -	3	—	13	—	1
Shri. Ashok Surana	- do -	4	—	—	2	—
Shri Ashish Agarwal	Managing Director	4	1	—	—	—

** 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, 2010 four Board Meetings were held on 26th May, 2009, 24th July, 2009, 28th October, 2009, and 29th January, 2010. 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. Debasis Sengupta
 Age : 61 years
 Qualifications : Doctor of Engineering (USA), Master of Engineering (USA), B.Tech (Hons.)
 Experience : Management & Finance professional with engineering background and wide ranging experience in banking. Financial, manufacturing and advisory segments of the economy. He has worked in the electronics and tele-communication sector and in infrastructure financing over last three decades. During the last 9 years, he has been deeply involved in various aspects of economic development through infrastructure creation at the state level especially in West Bengal and in innovating new financial strategies for infrastructure project. He has also been involved in Several Public Sector Undertakings restructuring and divestment project.

Other Directorships : ICICI West Bengal Infrastructure Development Corporation Limited.
 Shareholding in the Company : Nil

ABC INDIA LIMITED

- ii) Name : Shri. Ashoke Kumar Dutta
Age : 63 years
Qualifications : PGDM (MBA), B.Sc. Hons.
Experience : In areas of Business & Organisational Development, Strategic & Change Management, Personnel & Industrial Relation, Turn around of sick companies and Capacity Building in India, Germany & USA, Environmental Health Care etc.
- Other Directorships : All India Technologies Ltd., (Chairman)
Garden Reach Shipbuilders & Engineers Ltd.,
Andrew Yules & Co. Ltd.
Computech International Ltd.
Khadims India Ltd.
Balchnate Com Ltd.
Intellisys Technologies & Research Ltd.
- Shareholding in the Company : Nil
- iii) Name : Dr. Ashok Agarwal
Age : 54 years
Qualifications : MBBS
Experience : Businessman and educationalists with medical background.
Other Directorships : Transcorp International Ltd.
TCI Infrastructure Finance Ltd.
TCI Industries Ltd.
Sharma East India Hospitals & Medical Research
- Shareholding in the Company : Nil

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 31.03.2010. 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 MANAGING DIRECTOR (CEO) PURSUANT TO CLAUSE 49(I) (D) (ii) OF STOCK EXCHANGE LISTING AGREEMENT

As the Managing Director (Chief Executive Officer) of ABC India Limited and as required by clause 49(I) (D) (ii) of the Stock Exchange Listing Agreement, I hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed compliance with the Company's Code of Business conduct and Ethics for the Financial year ending 31st March, 2010.

Ashish Agarwal
Managing Director

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 2009-10. 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	4

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, 2010, are set out below :

Name of Director	Remuneration (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Shri. A. K. Agarwal	22,97,722	Nil	22,97,722
Shri. K. Arya	Nil	4,000	4,000
Dr. Debasis Sengupta	Nil	6,000	6,000
Shri Ashoke K Dutta	Nil	2,000	2,000
Dr. Ashok Agarwal	Nil	6,000	6,000
Shri. V. K. Jain	Nil	8,000	8,000
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	21,98,645	NIL	21,98,645

Notes :

- (i) Appointment of Chairman and Managing Director are for five years and three years respectively. All elements of remuneration of the Chairman and Managing Director 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 6 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, 2010.

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
2006-2007	Rituraj Hotel, Guwahati, Assam	31.07.2007	1.00 P.M.
2007-2008	Vishwaratna Hotel, Guwahati, Assam	04.09.2008	1.00 P.M.
2008-2009	Vishwaratna Hotel, Guwahati, Assam	24.08.2009	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, 2010.
- 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

- (d) Websites where displayed : www.abcindia.com
 - (e) Whether it also displays official news releases & presentations made to institutional investors/analysts : No
 - (f) Whether MD & A is a part of Annual Report : Yes
- 11. General Shareholder Information**
- 11.1 Annual General Meeting
 - Date and Time : 4th day of September, 2010 at 1:00 PM
 - Venue : Vishwaratna Hotel, Onkar Plaza, A. T. Road Guwahati - 781 001, Assam.
 - 11.2 Financial Calendar (2010-2011) (tentative)
 - Financial Reporting and Limited Review Report
 - Quarter ending June 30, 2010 : 2nd week of July, 2010
 - Quarter/Half Year ending September 30, 2010 : Last week of October, 2010
 - Quarter ending December 31, 2010 : Last week of January, 2011
 - Quarter/Year ending March 31, 2011 : Last week of April, 2011
 - 11.3 Book Closure date(s) : Monday the 30th day of August, 2010 to Friday, the 3rd day of September, 2010 both days included.
 - 11.4 Dividend Payment date : On and from 11th day of September, 2010.
 - 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) 2009-10 to 2010-11 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, 2009	30.90	23.00
May, 2009	45.45	23.50
June, 2009	41.00	33.00
July, 2009	40.70	32.00
August, 2009	55.50	35.05
September, 2009	53.00	41.00
October, 2009	55.35	43.50
November, 2009	49.25	43.00
December, 2009	49.90	36.60
January, 2010	61.75	40.20
February, 2010	69.65	52.25
March, 2010	119.40	61.80

- 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, 2010

No. of Equity Shares Held	Number of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 - 500	4671	94.41	606910	11.23
501 - 1000	125	2.53	99183	1.83
1001 - 2000	58	1.17	80521	1.49
2001 - 3000	11	0.22	28401	0.53
3001 - 4000	14	0.28	52779	0.98
4001 - 5000	10	0.20	46370	0.86
5001 - 10000	15	0.30	120565	2.23
10001 - 50000	23	0.46	478919	8.87
50001 - 100000	8	0.16	498245	9.22
100001 and above	13	0.27	3390469	62.76
GRAND TOTAL	4948	100.00	5402362	100.00

(b) Categorisation of Shareholders as on 31st March, 2010 :

Category	Number of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Indian Promoter(s)/ Persons acting in Concert	12	0.24	2846353	52.69
Foreign Promoter	-	-	-	-
Resident Individuals & Corporates	4916	99.36	2541631	47.05
Financial Institutions/ Banks/Mutual Funds	1	0.02	100	0.00
NRI's/OBC's/ Foreign National	19	0.38	14278	0.26
Shares in Transit (NSDL/CDSL)	-	-	-	-
GRAND TOTAL	4948	100	5402362	100

- 11.11 Dematerialisation of Shares : 4949449 equity shares representing 91.62% 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, 2010.
- 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

Ashish Agarwal
Managing Director

Place : Kolkata
Date : July 12, 2010

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, 2010 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

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

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

For **AGARWAL KEJRIWAL & CO.**
Firm Reg. No. 316112E
Chartered Accountants

M. AGARWAL
Partner
M. No. 52474

Place : Kolkata
Date : the 12th day of July, 2010

MANAGEMENT DISCUSSION & ANALYSIS

Industry structure and development

A major part of transportation business in India continues to be done by operators in unorganised sector. Our Company is one of the large organised entity in this sector. Performance, growth and development of transport sector is directly linked with and related to performance, growth and development of industry in our country. Upon recovery from economic recession, the Indian Industry is showing economic growth and development and now requires modern value added logistics solutions. The transport sector is 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 recovery from 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 is dependent upon growth of trade and industry, Modern and well maintained roads, 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.14,647 Lakhs, the Freight & Services Division's earning was Rs.11,067 Lakhs, and the Petrol Pump Division's share was Rs.3,580 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.14,677 Lakhs as compared with previous year's total earnings of Rs.16,364 Lakhs. The profit before Interest, Depreciation and Taxation was Rs.827 Lakhs. Interest cost for the year amounted to Rs. 417 Lakhs, Depreciation (net of depreciation on revalued assets transferred from Capital Reserve) was Rs.241 Lakhs and provision for taxation for the year is Rs.61 Lakhs. Accordingly, the profit after taxation for the year is Rs.108 Lakhs. The Company has taken strategic steps to improve its business requiring value added logistics solutions, where turnover as well as 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 494 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, 2010, and the Profit and 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 and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (iv) In our opinion, the Balance Sheet, Profit & 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 2010 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, 2010;
 - (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.**
Firm Reg. No. 316112E
Chartered Accountants

M. Agarwal
Partner

Membership No. 52474

Place : Kolkata
Date : the 27th day of May, 2010

ANNEXURE

(Referred to in paragraph 3 of our report of even date on Balance Sheet as at 31st March, 2010 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 in the regular course of business and disposed off one of its non productive residential flat. In our opinion and according to the information and explanations 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) of clause (iii) 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 and 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, 2010 for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us, there are no material dues on account of Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise duty, Cess and any other statutory dues that have not been deposited with appropriate authorities on account of any dispute. However according to the information and explanations given to us, the following dues of Income Tax have not been deposited by the company on account of disputes :

Name of the Statute	Name of the Dues	Amount (Rs.)	Period to which the amount relates	Forum Where Dispute is pending
Income Tax Act, 1961	Income tax	59224/-	Assessment year 2007-08	CIT (Appeals) XI / KOLKATA

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash loss in such financial year and in the immediately preceding financial year.
- (xi) In our opinion and as per information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks and it has no debenture holders.
- (xii) In our opinion and as per information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) As per information and explanations given to us the Company is not a chit fund or a Nidhi or a mutual benefit fund/society. Therefore, the provisions of clause (xiii) are not applicable to the Company.
- (xiv) As per information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause (xiv) are not applicable to the Company.
- (xv) In our opinion terms and conditions on which the Company has given guarantees for loan 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) To the best of our knowledge and belief and according to the information and explanations given to us, no significant fraud on or by the Company was noticed or reported during the year.

For **AGARWAL KEJRIWAL & CO.**
Firm Reg. No. 316112E
Chartered Accountants

M. Agarwal
Partner

Membership No. 52474

Place : Kolkata
Date : the 27th day of May, 2010

ABC INDIA LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2010**

	Sch. No.	Rs.	As at 31st March, 2010 Rs.	As at 31st March, 2009 Rs.
SOURCES OF FUNDS				
SHAREHOLDERS' FUNDS				
Share Capital	1	5,39,70,120		5,39,70,120
Reserves and Surplus		<u>30,80,46,938</u>		<u>30,46,23,936</u>
			36,20,17,058	35,85,94,056
LOAN FUNDS				
Secured Loans	2	33,94,42,063		27,48,42,230
Unsecured Loans		<u>22,34,000</u>		<u>22,01,084</u>
			34,16,76,063	27,70,43,314
DEFERRED TAX LIABILITY			3,55,74,798	3,69,80,136
TOTAL			<u>73,92,67,919</u>	<u>67,26,17,506</u>
APPLICATION OF FUNDS				
FIXED ASSETS				
Gross Block	3	48,45,51,665		44,95,62,720
Less : Depreciation		<u>18,04,77,298</u>		<u>16,80,83,346</u>
Net Block		<u>30,40,74,367</u>		<u>28,14,79,374</u>
Advance against capital assets		<u>1,43,99,398</u>		<u>78,74,515</u>
			31,84,73,765	28,93,53,889
INVESTMENTS				
CURRENT ASSETS, LOANS AND ADVANCES				
Stock-in-Trade	4	29,39,696		21,02,144
Sundry Debtors	5	34,48,10,709		32,61,63,771
Cash and Bank Balances		3,97,17,041		5,51,38,855
Advances		<u>10,06,24,333</u>		<u>9,51,68,952</u>
Sub - Total (A) :		<u>48,80,91,779</u>		<u>47,85,73,722</u>
Less : Current Liabilities & Provisions				
Liabilities	6	8,30,15,008		12,43,86,126
Provisions		<u>2,29,63,281</u>		<u>1,88,00,000</u>
Sub - Total (B) :		<u>10,59,78,289</u>		<u>14,31,86,126</u>
Net Current Assets (A - B)			38,21,13,490	33,53,87,596
NOTES ON ACCOUNTS				
TOTAL			<u>73,92,67,919</u>	<u>67,26,17,506</u>

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

For AGARWAL KEJRIWAL & CO.

Firm Reg. No. 316112E

Chartered Accountants

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated, the 27th day of May, 2010

ASHISH AGARWAL

Managing Director

V. K. JAIN

Director

DR. DEBASIS GUPTA

Director

A. K. THIRANI

Secretary

SUSHIL PRANSUKHKA

Vice President

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

	Sch. No.	For the year ended 31st March, 2010 Rs.	For the year ended 31st March, 2009 Rs.
INCOME			
Earning from Freight & Services	7	1,10,67,42,314	1,15,95,13,842
Sale of Petroleum Products		35,79,81,425	42,47,57,100
Other Sources	8	29,67,279	5,20,89,322
Amount transferred from Capital Reserve			
Being depreciation/amortization on revalued assets		14,01,748	14,45,482
		<u>1,46,90,92,766</u>	<u>1,63,78,05,746</u>
EXPENDITURE			
Expenditure relating to Transportation & Services	9	86,43,51,023	92,74,19,569
Cost of Sales	10	35,71,41,425	42,20,39,797
Expenditure on Personnel	11	8,60,48,951	8,30,42,252
Office Establishment and Administrative Expenses	12	7,06,64,759	7,35,28,103
Other Expenses	13	68,24,396	76,16,800
Provision for doubtful debts	14	62,087	18,35,205
Interest		4,16,71,187	3,75,24,891
Depreciation/Amortization		2,54,63,515	2,41,92,207
		<u>1,45,22,27,343</u>	<u>1,57,71,98,824</u>
Profit before Tax		1,68,65,423	6,06,06,922
Provision for Current Tax		75,00,000	94,00,000
Provision for Fringe Benefit Tax		—	14,00,000
Provision for Deferred Tax		(14,05,338)	71,95,531
		<u>60,94,662</u>	<u>1,79,95,531</u>
Profit after Taxation		1,07,70,761	4,26,11,391
Add : (i) Tax Adjustment for earlier year		(27,82,730)	6,43,664
(ii) Balance of Profit & Loss brought forward from last year		8,65,38,412	4,32,83,357
		<u>8,37,55,682</u>	<u>4,32,83,357</u>
		9,45,26,443	8,65,38,412
APPROPRIATIONS			
Proposed Dividend		27,04,181	—
Provision for Dividend Distribution Tax		4,59,100	—
Transferred to General Reserve		30,00,000	—
Balance carried forward to Balance Sheet		8,83,63,162	8,65,38,412
NOTES ON ACCOUNTS	15	<u>9,45,26,443</u>	<u>8,65,38,412</u>
Weighted average Basic & Diluted Earning Per Share (PAT)		1.48	8.01

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

For **AGARWAL KEJRIWAL & CO.**

Firm Reg. No. 316112E

Chartered Accountants

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated, the 27th day of May, 2010

ASHISH AGARWAL

Managing Director

V. K. JAIN

Director

DR. DEBASIS SENGUPTA

Director

A. K. THIRANI

Secretary

SUSHIL PRANSUKHKA

Vice President

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

	For the year ended 31st March, 2010 (Rs. in thousand)	For the year ended 31st March, 2009 (Rs. in thousand)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	16,865	60,607
Adjusted for :		
Prior period expenditure	55	98
Net Profit before Tax and Extra-ordinary items	<u>16,810</u>	<u>60,509</u>
Adjusted for :		
Depreciation	24,062	22,747
Provision for Doubtful Debts	62	1,152
Transfer from Surplus Plan Fund	(3,423)	1,417
Interest Received	(1,122)	(2,763)
Interest Paid	41,671	37,525
Loss on Sale of Investment	-	1,500
(Profit)/Loss on Sale of Fixed Asset	1,294	(46,962)
(Profit)/Loss from Partnership Firm	(26)	(74)
Dividend Received	(528)	(528)
	<u>61,991</u>	<u>14,015</u>
Operating Profit before Working Capital Changes	78,802	74,524
Adjusted for Increase/Decrease in :		
Trade and Other Receivable	(18,709)	23,996
Loans, Advances and Deposits	(973)	(1,075)
Inventories	(838)	234
Trade Payable	(41,371)	(16,212)
	<u>(61,891)</u>	<u>6,942</u>
Cash generated from Operation	16,911	81,466
Direct Taxes Paid	10,342	11,910
Cash Flow before Extra-ordinary items	6,569	69,556
Net prior period adjustment	55	98
Net Cash from Operating Activities	<u>6,624</u>	<u>69,654</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchases of Fixed Assets	(61,267)	(59,324)
Sale of Fixed Assets	5,389	68,734
(Purchase)/Sale of Investment	-	1,500
Capital (Deposit)/Withdrawn from Partnership Firm	9,221	3,154
Interest Received	1,122	2,763
Dividend Received	528	528
Net Cash used in Investing Activities	<u>(45,007)</u>	<u>17,355</u>

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010 (CONTD.)

	For the year ended 31st March, 2010 (Rs. in thousand)	For the year ended 31st March, 2009 (Rs. in thousand)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowing (Net)	64,633	(11,456)
Interest Paid	<u>(41,671)</u>	<u>(37,525)</u>
Net Cash used in activities	<u>22,962</u>	<u>(48,981)</u>
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(15,422)	38,028
Cash and Cash Equivalents (Opening Balance)	<u>55,139</u>	<u>17,111</u>
Cash and Cash Equivalents (Closing Balance)	<u>39,717</u>	<u>55,139</u>

- Note :** (1) The above cash flow has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 issued by the ICAI.
(2) Cash and Cash Equivalents include : Cash and Bank Balances

As per our report of even date

For AGARWAL KEJRIWAL & CO.

Firm Reg. No. 316112E

Chartered Accountants

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated, the 27th day of May, 2010

ASHISH AGARWAL

Managing Director

V. K. JAIN

Director

DR. DEBASIS SENGUPTA

Director

A. K. THIRANI

Secretary

SUSHIL PRANSUKHKA

Vice President

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2010

	As at 31st March, 2010 Rs.	As at 31st March, 2009 Rs.
SCHEDULE - 1		
SHAREHOLDERS' FUNDS		
A. SHARE CAPITAL		
Authorised		
1,00,00,000 (1,00,00,000) Equity Share of Rs.10/- each	<u>10,00,00,000</u>	<u>10,00,00,000</u>
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	<u>53,500</u>	<u>53,500</u>
	<u>5,39,70,120</u>	<u>5,39,70,120</u>
B. RESERVES AND SURPLUS		
a) Capital Reserve		
Balance as per last Account	6,54,68,247	7,08,12,520
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	8,98,902	46,70,765
(2) Depreciation on write up amount of assets transferred to Profit & Loss Account	14,01,748	14,45,482
Sub - Total (a)	<u>6,31,67,597</u>	<u>6,54,68,247</u>
b) Share Premium Account		
Balance as per last Account	2,50,62,780	2,50,62,780
Sub - Total (b)	<u>2,50,62,780</u>	<u>2,50,62,780</u>
c) General Reserve		
Balance as per last Account	12,75,54,497	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	8,98,902	46,70,765
(3) Transfer from Profit & Loss Account	30,00,000	—
Sub - Total (c)	<u>13,14,53,399</u>	<u>12,75,54,497</u>
d) Profit & Loss Account		
Balance as per annexed Account	8,83,63,162	8,65,38,412
Sub - Total (d)	<u>8,83,63,162</u>	<u>8,65,38,412</u>
Total : (a+b+c+d)	<u>30,80,46,938</u>	<u>30,46,23,936</u>

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2010 (CONTD.)

	As at 31st March, 2010 Rs.	As at 31st March, 2009 Rs.
SCHEDULE - 2		
LOAN FUNDS		
A. Secured Loans		
1. Against hypothecation of Vehicles :		
From Banks	4,75,81,856	2,80,34,829
From Other Financiers	1,29,36,635	1,46,08,054
	<u>6,05,18,491</u>	<u>4,26,42,883</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)	98,63,297	3,29,63,784
b) State Bank of India (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	7,56,37,039	—
- Corporate Loan	3,00,00,000	—
- Foreign Currency Loan against FCNR (B)	4,65,90,000	—
c) 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
d) United Bank of India (Secured against equitable mortgage of specified immovable properties, first charge by way of hypothecation of unencumbered Plant & Machinery and personal guarantee of Chairman)	11,68,33,236	9,95,06,094
	<u>27,89,23,572</u>	<u>23,21,99,347</u>
Sub - Total (A)	<u>33,94,42,063</u>	<u>27,48,42,230</u>
B. Unsecured Loans		
Other Loans and Advances		
From Bodies Corporate other than Banks	22,34,000	22,01,084
Sub - Total (B)	<u>22,34,000</u>	<u>22,01,084</u>
Total : (A + B)	<u>34,16,76,063</u>	<u>27,70,43,314</u>

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2010 (CONTD.)

SCHEDULE - 3 FIXED ASSET

Description of Assets	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK	
	Cost as at 1st April 2009 Rs.	Additions during the period Rs.	Sales/ Adjustment Rs.	Cost as at 31st March, 2010 Rs.	Up to 31st March, 2009 Rs.	For the period Rs.	Sales/ Adjustment Rs.	Upto 31st March, 2010 Rs.	As on 31st March, 2010 Rs.	As on 31st March, 2009 Rs.
LAND										
Land Freehold	7,59,11,119	1,59,72,600	5,87,867	9,12,95,852	—	—	—	—	9,12,95,852	7,59,11,119
Land Leasehold	2,16,64,219	—	—	2,16,64,219	18,06,510	1,26,750	—	19,33,260	1,97,30,959	1,98,57,709
BUILDINGS										
Buildings (Office & Godown)	14,26,82,803	10,04,147	38,250	14,36,48,700	6,36,61,565	47,81,962	—	6,84,43,527	7,52,05,173	7,90,21,238
Buildings (Residential)	99,91,057	—	12,00,000	87,91,057	25,86,569	1,53,101	3,08,052	24,31,618	63,59,439	74,04,488
PLANT AND MACHINERY										
Weighing Scale	5,58,690	—	—	5,58,690	5,57,798	274	—	5,58,072	618	892
Chainpully / Cranes	2,22,302	—	—	2,22,302	2,17,405	803	—	2,18,208	4,094	4,897
Other Machineries	58,60,855	33,41,565	—	92,02,420	21,52,106	3,30,038	—	24,82,144	67,20,276	37,08,749
Air Compressor	84,535	—	—	84,535	56,970	3,886	—	60,856	23,679	27,565
FURNITURES & FITTINGS										
	2,08,97,515	20,76,894	—	2,29,74,409	1,02,16,777	12,88,459	—	1,15,05,236	1,14,69,173	1,06,80,738
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)	10,16,10,367	2,53,57,905	1,50,08,871	11,19,59,401	5,10,27,037	1,33,47,027	1,06,34,365	5,37,39,699	5,82,19,702	5,05,83,330
Scooters & Cycles	8,25,518	1,10,958	—	9,36,476	8,25,517	2,457	—	8,27,974	1,08,502	1
Motor Vehicles	1,61,72,176	10,05,423	18,73,016	1,53,04,583	43,63,910	14,72,610	10,82,086	47,54,434	1,05,50,149	1,18,08,266
OTHERS										
Office Equipment	1,10,37,033	17,40,709	—	1,27,77,742	58,42,898	5,45,590	—	63,88,488	63,89,254	51,94,135
Electrical Equipments	45,83,951	6,08,483	—	51,92,434	21,17,720	2,31,298	—	23,49,018	28,43,416	24,66,231
Computers	2,01,33,465	35,23,325	10,45,060	2,26,11,730	57,21,499	31,53,231	10,45,060	78,29,670	1,47,82,060	1,44,11,966
Generators	7,00,019	—	—	7,00,019	3,01,970	26,029	—	3,27,999	3,72,020	3,98,049
GRAND TOTAL :	44,95,62,720	5,47,42,009	1,97,53,064	48,45,51,665	16,80,83,346	2,54,63,515	1,30,69,563	18,04,77,298	30,40,74,367	28,14,79,374
PREVIOUS YEAR	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	—

- Gross Block includes Rs. 8,32,92,495/- (Rs. 8,44,19,500 /-) 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. 14,01,748/- (Rs. 14,45,482/-) and equal amount has been transferred from Capital Reserve Account to Profit & Loss Account.

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2010 (CONTD.)

	Nos.	As at 31st March, 2010 Rs.	Nos.	As at 31st March, 2009 Rs.
SCHEDULE - 4				
INVESTMENTS				
A. Long-term at Cost				
In Unquoted fully paid up Equity Shares of Rs 10/- each in Bodies Corporate				
Trade :				
i) Nissin ABC Logistic Pvt. Ltd.	2,64,000	26,40,000	2,64,000	26,40,000
Other than Trade :				
i) Utsav Prakashan Ltd. - in Liquidation (Company under same management)	49,500	4,95,000	49,500	4,95,000
ii) G. L. Media Services P. Ltd.	50,000	5,00,000	50,000	5,00,000
Sub - Total		<u>36,35,000</u>		<u>36,35,000</u>
B. Current Investments				
Capital in Partnership Firm - Assam Bengal Carriers		3,55,40,664		4,47,36,021
Total : A + B		<u>3,91,75,664</u>		<u>4,83,71,021</u>
Less : Provision for diminution in value of investment in Shares of Utsav Prakashan Limited		4,95,000		4,95,000
Grand Total		<u>3,86,80,664</u>		<u>4,78,76,021</u>

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2010 (CONTD.)

	As at 31st March, 2010 Rs.	As at 31st March, 2009 Rs.
SCHEDULE - 5		
CURRENT ASSETS, LOANS AND ADVANCES		
Current Assets		
Stock-in-Trade		
Petroleum products & Spare Parts (Taken, valued and certified by the Management)	29,39,696	21,02,144
	<u>29,39,696</u>	<u>21,02,144</u>
Sundry Debtors		
(Unsecured, Considered Good unless Otherwise stated)		
[Refer note no.12(a) of Schedule 15]		
Debts due for more than six months	2,71,13,640	2,34,15,106
Other Debts	31,95,94,361	30,45,83,870
	<u>34,67,08,001</u>	<u>32,79,98,976</u>
Less : Provision for bad and doubtful debts	18,97,292	18,35,205
	<u>34,48,10,709</u>	<u>32,61,63,771</u>
Cash and Bank Balances		
Cash Balance		
Cash in hand	2,08,94,111	90,59,982
Cheques in hand	22,59,169	2,87,20,200
Sub - Total (a)	<u>2,31,53,280</u>	<u>3,77,80,182</u>
Cash at Bank (with Scheduled Banks)		
In Current Account	26,76,381	96,88,566
In Fixed Deposit Account [Pledged with bank towards Margin money for bank guarantee] (Including Interest Accrued but not due (Rs. 5,85,909/-) (P.Y. Rs. 4,08,174/-)	1,38,87,380	76,70,107
Sub - Total (b)	<u>1,65,63,761</u>	<u>1,73,58,673</u>
Total (a + b)	<u>3,97,17,041</u>	<u>5,51,38,855</u>
Advances (Unsecured, considered good)		
(Recoverable in cash or in kind or for value to be received)		
Rent Receivable	26,82,302	88,55,794
Advance to Employees	20,16,936	15,42,119
Prepaid Expenses	1,67,624	21,900
Other Advances	2,83,82,112	2,67,85,848
Surplus of Gratuity Plan Funds	87,93,165	53,70,320
Advance Fringe Benefit Tax	33,66,400	27,16,590
Income Tax deducted at source & refunds (including Rs.1,40,000/- seized by Income Tax Department)	3,79,55,035	3,75,45,412
Deposits		
Deposits with Customs, Port Trust etc.	—	2,61,445
Others	1,72,60,759	1,20,69,524
Total	<u>10,06,24,333</u>	<u>9,51,68,952</u>

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2010 (CONTD.)

	As at 31st March, 2010 Rs.	As at 31st March, 2009 Rs.
SCHEDULE - 6		
CURRENT LIABILITIES & PROVISIONS		
Liabilities		
Sundry Creditors		
For Expenses	2,98,48,192	6,53,99,866
Other Liabilities	3,75,07,244	3,40,98,424
Freight Advance	1,14,98,543	2,43,57,745
Banks (due to reconciliation)	41,61,029	5,30,091
Sub Total (a)	<u>8,30,15,008</u>	<u>12,43,86,126</u>
Provisions		
For Income Tax	1,69,00,000	1,59,00,000
For Fringe Benefit Tax	29,00,000	29,00,000
For Proposed Dividend	27,04,181	—
For Dividend Distribution Tax	4,59,100	—
Sub Total (b)	<u>2,29,63,281</u>	<u>1,88,00,000</u>
Total (a) + (b)	<u><u>10,59,78,289</u></u>	<u><u>14,31,86,126</u></u>

SCHEDULE TO THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

	For the year ended 31st March, 2010 Rs.	For the year ended 31st March, 2009 Rs.
SCHEDULE - 7		
EARNING FROM FREIGHT AND SERVICES		
From Transportation and Contract jobs		
[TDS Rs.82,27,138/- (P.Y. Rs. 2,01,14,468/-)]	1,07,46,94,461	1,13,62,90,676
Rent [TDS Rs. 56,10,943/- (P.Y. Rs. 37,73,218/-)]	3,20,47,853	2,32,23,166
	<u>1,10,67,42,314</u>	<u>1,15,95,13,842</u>
SCHEDULE - 8		
INCOME FROM OTHER SOURCES		
Dividend on long term trade investment	5,28,000	5,28,000
Interest (TDS Rs.80,459/-) (P.Y. Rs.1,48,809/-)	11,21,606	27,63,332
Profit on Sale of Assets	7,14,906	4,77,36,085
Previous years adjustment	1,18,442	2,17,774
Foreign Exchange Fluctuation	19,814	1,92,422
Share of Profit from Partnership Firm	25,516	73,574
Insurance claim received	4,38,995	5,78,135
	<u>29,67,279</u>	<u>5,20,89,322</u>

SCHEDULE TO THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010 (CONTD.)

	For the year ended 31st March, 2010 Rs.	For the year ended 31st March, 2009 Rs.
SCHEDULE - 9		
EXPENDITURE RELATING TO TRANSPORTATION & SERVICES		
Payment to Hired Lorries	67,17,92,606	70,82,66,338
Other Transportation Charges	4,99,68,609	4,65,79,357
Enroute Expenses	64,84,761	1,99,39,780
Shipment & Custom Clearance Expenses	4,37,81,650	6,86,46,060
Vehicle operation & maintenance	5,96,29,102	5,59,07,773
Road Taxes	78,91,757	66,95,148
Vehicle Insurance	14,31,590	15,39,335
Commission on Booking	2,72,058	8,17,963
Claim Paid [Including provision Rs.12,24,600/- (P.Y Rs.12,24,633/-)]	22,78,988	52,15,814
Service Tax	1,16,16,387	94,76,422
Other transport related expenses	17,07,563	8,56,531
Rent for properties leased out as services	74,95,952	34,79,048
	<u>86,43,51,023</u>	<u>92,74,19,569</u>
SCHEDULE - 10		
COST OF SALES		
PETROLEUM PRODUCTS		
Opening Stock	21,02,144	23,36,446
Add : Purchase	<u>35,30,83,865</u>	<u>41,65,75,522</u>
	35,51,86,009	41,89,11,968
Less : Closing Stock	<u>29,39,696</u>	<u>21,02,144</u>
	35,22,46,313	41,68,09,824
Add : Operating Charges	<u>48,95,112</u>	<u>52,29,973</u>
Cost of Sales	<u>35,71,41,425</u>	<u>42,20,39,797</u>
SCHEDULE - 11		
EXPENDITURE ON PERSONNEL		
Salaries, Bonus and Allowances [Including Bonus provision Rs. 22,33,313/- (P.Y. Rs. 24,37,418/-)]		
For employees covered under ESI Scheme	1,52,61,092	1,74,69,146
For others	5,37,11,450	4,53,27,133
Gratuity paid [Including Rs. Nil (P.Y. Rs. 5,03,249/-)] paid towards Recognised Employees Gratuity Fund and Rs. 34,22,845/- towards increase of Surplus in Gratuity Plan Funds	(16,09,519)	40,52,188
Statutory Contribution to PF, ESI etc.	40,90,249	42,09,107
Staff Welfare Expenses	1,00,99,312	88,35,908
Managerial Remuneration	44,96,367	31,48,770
	<u>8,60,48,951</u>	<u>8,30,42,252</u>

SCHEDULE TO THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010 (CONTD.)

	For the year ended 31st March, 2010 Rs.	For the year ended 31st March, 2009 Rs.
SCHEDULE - 12		
OFFICE ESTABLISHMENT AND ADMINISTRATIVE EXPENSES		
Rates and Taxes	26,56,144	24,41,198
Postage, Telegram and Telephone	83,72,135	86,20,035
Printing and Stationary	18,83,713	21,89,704
Travelling and Conveyance	1,25,82,641	1,65,35,900
Electricity Charges	30,65,885	30,68,344
Legal Expenses & Compensation	6,56,874	4,90,250
General Expenses	13,46,660	14,33,218
Office Maintenance	39,62,786	37,72,631
Filing Fees	1,15,882	69,436
Vehicle Maintenance	38,22,664	31,50,925
Advertisement	7,99,215	5,81,901
Bank Charges	42,54,516	48,58,361
Subscription	8,17,930	2,80,303
Consultancy Charges	41,32,382	31,20,331
Entertainment Expenses	19,93,558	16,64,397
Conference and Seminar	10,27,048	15,92,074
Miscellaneous Repairs	24,901	24,705
Rent	1,31,89,995	1,18,44,452
Building Repair & Maintenance	29,91,061	27,97,055
Insurance	11,26,130	11,79,901
Auditors' Remuneration		
Audit Fees	1,65,450	1,68,540
For Tax matter	28,189	—
Other Audit Expenses		
Tax Audit Fees	55,150	56,180
Internal Audit Fee	5,80,427	7,06,998
Other Expenses	67,389	55,575
Premium on forward contract	—	17,00,883
Banking Cash Transaction Tax	120	31,585
Directors Sitting Fees	48,000	48,000
Computer Expenses	8,97,914	10,45,221
	<u>7,06,64,759</u>	<u>7,35,28,103</u>

SCHEDULE TO THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010 (CONTD.)

	For the year ended 31st March, 2010 Rs.	For the year ended 31st March, 2009 Rs.
SCHEDULE - 13		
OTHER EXPENSES		
Loss on Sale of Assets	20,09,091	7,74,403
Bad debts written off	1,58,339	25,58,644
Previous years adjustment	63,433	1,19,785
Charity and Donation	45,32,979	17,50,652
Loss by theft	—	8,83,374
Loss on Sale of Investment	—	15,00,000
Foreign exchange rate fluctuation	60,554	29,942
	<u>68,24,396</u>	<u>76,16,800</u>

SCHEDULE - 14**PROVISION FOR DOUBTFUL DEBTS**

Provision for Doubtful Debts	62,087	18,35,205
	<u>62,087</u>	<u>18,35,205</u>

SCHEDULE - 15

Notes on Accounts attached to and forming part of the Balance Sheet as at 31st March, 2010 and the Profit & Loss account for the year ended on that date

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

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

- 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 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 recognized, 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, improvement cost thereto, 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 recognized, wherever necessary.

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

Inventories are stated at lower of cost or net realizable value. Cost is determined using the FIFO method and comprises of the purchase price including duties and taxes, freight in-ward 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/Amortization

Depreciation has been provided on historical cost and where revaluation of assets has been made on written up cost in the manner and as per Straight Line Method at rates prescribed in the Schedule-XIV of the Companies Act, 1956. An amount equivalent to the depreciation on such written up amount of assets 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 amortized 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 recognized as income or as expense 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 amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

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 recognized in Statements of Profit & Loss.

The Company has used the Projected Unit Credit Method to actually 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, 2010	31st March, 2009
Projected Benefit Obligation at beginning of the period	124.59	91.09
Service Cost	9.91	9.91
Interest Cost	7.81	6.94
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	(18.13)	(21.32)
Actuarial Losses/(Gains)	(18.21)	37.97
Projected Benefit Obligation at end of the period	105.96	124.59

(ii) Change in Fair Value of Plan Assets

(Rs. in Lacs)

Particulars	31st March, 2010	31st March, 2009
Fair Value of Plan Assets at the beginning of the period	178.29	158.97
Acquisition adjustments	0.00	0.00
Expected return on Plan Assets	14.26	12.91
Actual contributions	0.00	5.03
Actual Benefits Payment from Plan Assets	0.00	0.00
Actuarial Gains/(Losses)	1.34	1.38
Fair Value of Plan Assets at the end of period	193.89	178.29
Discount Rate Applied	8.60%	6.75%

(iii) Amount recognised in Balance Sheet

(Rs. in Lacs)

Particulars	31st March, 2010	31st March, 2009
Projected Benefit Obligation	105.96	124.59
Fair Value of Plan Assets	193.89	178.29
Funded status surplus/(deficit)	87.93	53.70
Unrecognised Past Service Costs	0.00	0.00
Net Assets/(Liability) recognized in Balance Sheet	87.93	53.70
Assumptions at Discount Rate	8.60%	6.75%
Duration of Liability/Average Future Amortisation Service	20.94	21.21

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

(Rs. in Lacs)

Particulars	31st March, 2010	31st March, 2009
Current Service Cost (including risk premiums for fully insured benefits)	9.91	9.91
Interest Cost	7.81	6.94
Employee Contributions	0.00	0.00
Expected return on Plan Assets	(14.26)	(12.91)
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)	(19.55)	36.59
Total employer expense for the year as per actuarial valuation	(16.09)	40.52
Total employer expense recognised in Profit & Loss	(16.09)	40.52

(v) The financial assumptions used in actuarial valuation

Particulars	31st March, 2010	31st March, 2009
Discount rate	8.60%	6.75%
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, 2010	31st March, 2009
No. of active members	483	490
Average monthly salary (INR)	6126.30	5630.40
Average age (years)	36.00	35.71
Average past service (years)	9.73	9.60

(ii) Withdrawal Rate as per actuarial valuation

Particulars	31st March, 2010	31st March, 2009
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) Employees Stock Option Scheme

The company follows accounting policies specified as per Securities & Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

XI) 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 recognized for the timing differences, subject to the consideration of prudence in respect of deferred tax assets and measured using the tax rates and tax laws enacted on the balance sheet date.

Unrecognized deferred tax assets of earlier years are re-assessed and recognized to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realized.

XII) 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.

XIII) 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.

XIV) 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.

XV) 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.

XVI) 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, 2009 for which its audited accounts are available are as follows :

(Amount in '000)

Particulars	31st March, 2009	31st March, 2008
Assets		
Net Fixed Asset	6,435	3,392
Sundry Debtors	8,527	9,418
Cash and Bank Balances	3,451	4,915
Other Current Assets	61	826
Loans and Advances	4,692	3,516
Deferred Tax Assets	453	338
Miscellaneous Expenditure	—	7
Liabilities		
Share Capital	2,640	2,640
Reserve & Surplus	10,116	8,605
Secured Loan	—	45
Unsecured Loan	3,600	3,600
Current Liabilities	6,259	6,622
Provisions	1,004	900
Income		
Earning from logistic services	90,982	65,434
Other Income	419	504
Expenses		
Expenditure on Staff	13,111	10,822
Expenditure relating to Logistic Services	56,839	36,702
Administrative Expenses	13,325	12,469
Depreciation	1,988	1,302
Financial Expenses	634	397
Prior period items	932	—
Profit/(Loss) before Tax	5,503	4,247

Joint Venture has no capital expenditure commitments and contingent liabilities.

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

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 there at.
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. 1,43,99,398/- (P.Y. Rs. 78,74,515/-) has been made.

5. Contingent Liabilities not provided for

(Rs. in Lacs)

Particulars	31st March, 2010	31st March, 2009
Guarantees and Counter guarantees given by the Company	655.01	574.97
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 2006-07	0.59	0.00
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, 2010	31st March, 2009
Total Capital of the Firm	1,86,80,528	3,25,94,152
Company's Capital in the Firm	3,55,40,664	4,47,36,021
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, 2010	31st March, 2009
Salaries	36,00,000	26,00,000
House Rent Allowance	7,20,000	4,00,000
Medical Reimbursement	30,000	30,110
Mediclaime	17,722	2,773
Leave Travel Concession	1,20,000	99,960
Overseas Insurance Premium	—	4,310
Club Subscription	8,645	11,617
Total	44,96,367	31,48,770
Add :		
Cost of Rent Free Accommodation	10,81,200	8,41,200
Contribution to Provident Fund	4,32,000	3,12,000
Grand Total	60,09,567	43,01,970

ABC INDIA LIMITED

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.

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, 2010	31st March, 2009
Profit as per Profit & Loss Account	1,68,65,423	6,06,06,922
Add :		
Directors' Remuneration	60,09,567	43,01,970
Provision for Doubtful Debts	62,087	18,35,205
Loss on Sale of Investment	—	15,00,000
Loss on Sale of Fixed Assets	20,09,091	7,74,403
Less :		
Profit on Sale of Fixed Assets as per Profit & Loss Account	7,14,906	4,77,36,085
Net Profit as per Section 349 of the Companies Act, 1956	2,42,31,262	2,12,82,415

9. Earnings from transportation and related activities includes Rs. 37,94,878/- (P.Y. Rs.1,01,41,365/-) being earnings in foreign exchange out of which Rs. 4,29,950/- (P.Y. Rs. 3,24,657/-) remained un-realised at the year end.

10. Expenditure on foreign tour undertaken by executives amounted to Rs. 17,47,201 (P.Y. Rs. 48,50,345/-) which includes cost of foreign currency purchased for Rs. 7,72,784/- (P.Y. Rs. 28,46,105/-) and other expenses Rs. 9,74,417/- (P.Y. Rs. 20,04,240/-). Apart from above the company has remitted foreign exchange worth Rs. 18,52,213/- (P.Y Rs 2,32,098/-) on account of freight by overseas constituents spent on company's behalf and/or freight collected by company on their behalf, transfer to branch and payment of license subscription fee.

11. Interest paid includes payment made to :

(Amount in Rs.)

Particulars	31st March, 2010	31st March, 2009
Banks and others for Finance of Assets	61,41,605	46,06,254
Banks on Working Capital Loan	3,52,69,582	3,23,51,260
Financial Institutions	—	2,55,744
Other Bodies Corporate	2,60,000	3,11,633

12. (a) Bad debts are ascertained by the management, each year after due consideration and written off. During the year Rs.1,58,339/- (P.Y. Rs. 25,58,644/-) has been written off. Although doubtful debts could not be specifically quantified, however, as an abundant precaution an amount of Rs.62,087/- (P.Y. Rs.18,35,205/-) has been provided towards estimated bad debts.

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

13. 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, 2010	31st March, 2009	31st March, 2010	31st March, 2009	31st March, 2010	31st March, 2009	31st March, 2010	31st March, 2009	31st March, 2010	31st March, 2009
Investment of capital	365.57	361.66	—	—	—	—	—	—	365.57	361.66
Withdrawn of capital	457.78	392.46	—	—	—	—	—	—	457.78	392.46
Transportation receipt	—	—	354.96	431.61	—	—	—	—	354.96	482.79
Transportation related payment	—	—	107.62	68.61	—	—	—	—	107.62	68.61
Reimbursement towards expenses	—	—	117.51	104.44	—	—	—	—	117.51	104.44
Advance taken	—	—	—	—	—	—	—	—	—	—
Advance given	—	—	—	—	—	—	—	—	—	—
Dividend recd	—	—	5.28	5.28	—	—	—	—	5.28	5.28
Rent Expense	15.25	16.74	—	—	—	—	—	—	15.25	16.74
Rent Income	19.53	17.85	—	—	—	—	—	—	19.53	17.85
Building maintenance paid	1.21	1.21	—	—	—	—	—	—	1.21	1.21
Donation Paid	5.00	6.41	—	—	—	—	—	—	5.00	6.41
Salary/ Remuneration	—	—	—	—	60.10	43.02	—	—	60.10	43.02
Guarantees given/obtained	175.00	175.00	—	—	—	—	—	—	175.00	175.00
Share of profit/(loss) from Firms	0.26	0.74	—	—	—	—	—	—	0.26	0.74
Outstanding Advance (taken) as at the year ended	108.21	115.29	—	—	—	—	—	—	108.21	115.29
Outstanding Advance (given) as at the year ended	38.21	38.21	—	—	—	—	—	—	38.21	38.21
Investment in Firm	355.41	447.36	—	—	—	—	—	—	355.41	447.36

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

14. Deferred Tax Assets/Liabilities

(Amount in Rs.)

Particulars	31st March, 2010	31st March, 2009
Liability		
a) On Timing difference in WDV of depreciable assets	3,55,74,798	3,69,80,136
Asset :		
Net Deferred Tax Liability Carried Forward	3,55,74,798	3,69,80,136
Opening Balance	3,69,80,136	2,97,84,605
Charged to Profit & Loss Account	(14,05,338)	71,95,531

15. Earning Per Share

(Amount in Rs.)

Particulars	31st March, 2010	31st March, 2009
Profit after Tax and Extra Ordinary items as per Profit & Loss Account	79,88,031	4,32,55,055
Average No. of Equity Shares (Face value of Rs.10/- each)	54,02,362	54,02,362
Basic & Diluted EPS	1.48	8.01

16. 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, 2010	31st March, 2009	31st March, 2010	31st March, 2009	31st March, 2010	31st March, 2009	31st March, 2010	31st March, 2009
Net Segment Revenue	11067.42	11595.14	3579.81	4247.57	43.69	—	14690.92	15842.71
Net Segment Result								
[Profit/(Loss) before Tax Interest]	1014.29	893.63	8.22	8.31	—	—	1022.51	901.94
Less : Interest	—	—	—	—	416.71	375.25	416.71	375.25
Less : Unallocated expenses net of unallocated income.	—	—	—	—	437.15	79.39	437.15	79.39
Profit before Tax	—	—	—	—	—	—	168.65	606.07
Other Information								
Segment Assets	6731.60	6741.84	109.18	36.90	1611.69	1379.3	8452.35	8158.04
Segment Liabilities	645.69	1158.69	101.25	20.09	83.21	64.25	830.04	1243.03
Capital Expenditure	501.11	538.39	—	—	46.32	69.73	547.42	608.12
Depreciation	225.11	212.4	0.18	0.18	29.35	29.34	254.64	241.92

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.

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

Item Name	Opening Stock				Purchases			
	Quantity in Litres		Value in Rupees		Quantity in Litres		Value in Rupees	
	31st March, 2010	31st March, 2009	31st March, 2010	31st March, 2009	31st March, 2010	31st March, 2009	31st March, 2010	31st March, 2009
Diesel	15,784	17,986	5,18,028	6,19,150	70,00,000	80,91,000	24,44,07,935	29,05,48,846
Petrol	18,170	9,419	760,100	4,49,576	20,03,000	21,07,000	9,09,25,763	10,37,97,592
Miscellaneous	—	—	8,24,016	12,67,720	—	—	1,77,50,167	2,22,29,084
Total			21,02,144	23,36,446			35,30,83,865	41,65,75,522

Item Name	Sales				Closing Stock			
	Quantity in Litres		Value in Rupees		Quantity in Litres		Value in Rupees	
	31st March, 2010	31st March, 2009	31st March, 2010	31st March, 2009	31st March, 2010	31st March, 2009	31st March, 2010	31st March, 2009
Diesel	69,94,893	80,93,202	24,70,57,166	29,58,83,632	20,891	15,784	7,94,587	5,18,028
Petrol	19,84,990	20,98,249	9,22,08,441	10,55,90,691	36,180	18,170	17,75,197	7,60,101
Miscellaneous	—	—	1,87,15,818	2,32,82,777	—	—	3,69,912	8,24,015
Total			35,79,81,425	42,47,57,100			29,39,696	21,02,144

18. Previous year figures have been re-grouped and re-arranged wherever necessary and figures in brackets in Balance Sheet, Profit & Loss Account and Schedules thereto are for the previous year.

Schedule No. 1 to 15 are attached to and forming part of the Balance Sheet as at 31st March, 2010 and Profit & Loss Account for the year ended on that date and have been signed for the purpose of identification.

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

For AGARWAL KEJRIWAL & CO.

Firm Reg. No. 316112E

Chartered Accountants

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated, the 27th day of May, 2010

ASHISH AGARWAL

Managing Director

V. K. JAIN

Director

DR. DEBASIS SENGUPTA

Director

A. K. THIRANI

Secretary

SUSHIL PRANSUKHKA

Vice President

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
FOR THE YEAR ENDED 31ST MARCH, 2010****I. REGISTRATION DETAILS**

Registration No.	1393 of 1972	State Code	02
Balance Sheet Date	31.03.2010		

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	739268	Total Assets	739268
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Source of Funds

Paid-up Capital	53970	Reserve & Surplus	308047
Secured Loan	339442	Unsecured Loan	2234
Deferred Tax Liability	35575		

Application of Funds

Net Fixed Assets	318474	Investment	38681
Net Current Assets	382113	Misc. Expenditure	NIL
Accumulated Losses	NIL		

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

Turnover	1469093	Total Expenditure	1452227
Profit before tax	16865	Profit after tax	10771
Earning per Share (Rs.)	1.48	Dividend Rate %	5

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

ASHISH AGARWAL
Managing Director

V. K. JAIN
Director

DR. DEBASIS SENGUPTA
Director

Place : Kolkata
Dated : The 27th day of May, 2010

A. K. THIRANI
Secretary

SUSHIL PRANSUKHKA
Vice President

**Group for the 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
Prabhudhan Carriers Pvt. Ltd.
Prabhudhan 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
Prabhudhan Investment Pvt. Ltd.
Sweta Agarwal

ABC INDIA LIMITED

Registered Office : KEDAR ROAD, GUWAHATI, ASSAM

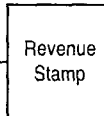
PROXY FORM

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 Seventh Annual General Meeting of the Company to be held on
Saturday, the 4th September, 2010 at 1:00 PM and at any adjournment thereof.

Signed on this _____ day of _____, 2010

Signature _____



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

37th Annual General Meeting, 4th September, 2010

I certify that I am registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the
37th Annual General Meeting of the Company at Vishwaratna Hotel, Onkar Plaza, A. T. Road, Guwahati - 781001, Assam at
1:00 PM on 4th September, 2010.

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

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ABC INDIA LIMITED

C-121 BANGUR AVENUE

KOLKATA-700 055