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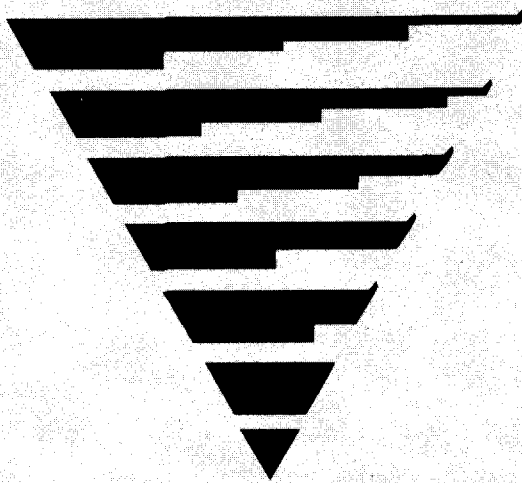
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**ANNUAL REPORT
2011-2012**

CHAIRMAN SHRI ANAND KUMAR AGARWAL

DIRECTORS SHRI KRISHAN ARYA
DR. DEBASIS SENGUPTA
SHRI ASHOKE KUMAR DUTTA
DR. ASHOK KUMAR AGARWAL
SHRI VIJOY KUMAR JAIN
DR. PADAM CHAND AGARWAL
SHRI ASHOK KUMAR SURANA

MANAGING DIRECTOR SHRI ASHISH AGARWAL

COMPANY SECRETARY SHRI A. K. THIRANI

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

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

REGISTERED OFFICE KEDAR ROAD
GUWAHATI - 781 001

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NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the Members of **ABC India Limited** will be held on Saturday the 1st day of September, 2012 at Vishwaratna Hotel, Onkar Plaza, A.T. Road, Guwahati-781001, Assam at 1:00 PM to transact the following business:

Ordinary Business:

1. To consider and adopt the Balance Sheet as at March 31, 2012 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To sanction declaration of dividend.
3. To appoint a Director in place of Shri Krishan Arya, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Ashok Kumar Agarwal, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Ashoke Kumar Dutta, who retires by rotation and, being eligible, offers himself for re-appointment
6. To appoint Auditors of the Company and to fix their remuneration.

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 39th Annual General Meeting to the conclusion of the 40th Annual General Meeting.

FURTHER RESOLVED that subject to approval of the Audit Committee, Sri Anand Kumar Agarwal, Chairman be and is hereby authorised to fix the remuneration of the Auditors".

Kolkata
the 28th day of May, 2012

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 LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) Re-appointment of Directors :
At the ensuing Annual General Meeting, Shri Krishan Arya, Dr. Ashok Kumar Agarwal and Shri. Ashoke Kumar Dutta retires by rotation and, being eligible offer themselves for reappointments. The information or detail pertaining to the Directors to be provided in terms of Clause 49 of the Listing Agreement with Stock 'Exchanges are furnished in the Statement on Corporate Governance.
- c) 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.

The last dates of claim for the following dividends are as follows:

Dividend for the financial year ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend
March 31, 2010	September 4, 2010	September 07, 2017
March 31, 2011	September 24, 2011	September 27, 2018

- d) 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.
- e) Consequent upon the introduction of Section 109A of the Companies Act, 1956, Shareholders are entitled to make nomination in respect of share 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.
- f) The Register of Member and Transfer Books in respect of the Equity Shares of the Company will be closed from Saturday, the 25th day of August, 2012 to Friday, the 31st day of August, 2012, (both days inclusive) for the purpose of Annual General Meeting and Dividend.
- g) Dividend, if declared at the meeting will be paid on or after 10th day of September, 2012 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 31st day of August, 2012.
- h) Equity shares of the company are available for dematerialisation both with the National Securities Depository Limited and Central Depository Services India Ltd.
- i) 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.
- j) 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 and changes in their address to its Registrar and Transfer Agent to facilitate better service.

DIRECTORS' REPORT

The Directors have pleasure in presenting the 39th Annual Report of the Company together with Audited Accounts for the year ended 31st March 2012 :

	(Rs. in Lacs)	
FINANCIAL RESULTS	As on 31.03.2012	Previous Year
Turnover	26142	20731
Profit before Taxation and Depreciation	1499	1268
Depreciation (Net of depreciation on revalued assets transferred from Capital Reserve)	809	420
Profit before Taxation	690	848
Provision for Taxation	204	295
Profit after Taxation	486	553
Add: Balance of Profit & Loss Account brought forward	1038	884
Less: Tax adjustment for earlier year	12	4
Profit available for appropriation	1535	1433
Appropriation :		
Proposed Dividend	81	81
Tax on proposed dividend	13	14
Transfer to General Reserve	300	300
Balance carried forward to Balance Sheet	1141	1038

SERVICES AND EARNINGS

Company's total earnings including other income for the year amounted to Rs.26142 lacs as compared with the previous year total earnings of Rs.20731 lacs.

DIVIDEND

The Directors recommend for your approval for payment of dividend @ Rs.1.50 per Equity Share of Rs.10/- each for the year ending 31.03.2012. (Previous year Rs.1.50 per Equity Share). The total amount of dividend (including Dividend tax thereon) would amount to Rs. 94 lacs (Previous year 95 lacs).

OUTLOOK

During the year under review, the Company could materialise results from its execution of major logistics work in North East India. By execution of such major logistics work the Company has substantially improved its capacities in providing complex logistics solutions to its customer. There was good demand for Company's service in the year with growing industrialisation in North East India. The Company is continuously making sustained marketing efforts reaping its business from ongoing as well as new projects in major infrastructure sectors. The performance of the company in current year and coming years shall continue to depend on continuity of industrial projects, and procurement of orders amidst fierce competition.

Project Cargo Division was successful in converting its strength into business. Petrol Pump segment has shown satisfactory performance. The Company expects to improve its performance in all segments in coming year.

HUMAN RESOURCES

The Company has trained and developed its human resources to meet the challenges of growing quality perspective and complex logistics requirement of the customers. In view of increased competition, the human resources of the company are geared up to deliver better quality and specialised services both to meet the competition and to satisfy customer requirements.

EMPLOYEES STOCK OPTION SCHEME, 2007

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

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

The applicable disclosure as at March 31, 2012 stipulated under the SEBI Guidelines are given as follows:

a)	Options Granted (Including Re-Issue)	1,45,880	
b)	The Pricing Formula	For all option vesting on or before 1st November, 2008 exercise price was Rs. 50/- and for all options vesting after 1st November, 2008 the exercise price shall be Rs. 55/- for each share.	
c)	Options vested	1,23,230	
d)	Options exercised	14,870	
e)	The total number of shares arising as a result of exercise of Options	14,870	
f)	Options lapsed	1,14,070	
g)	Variation of the terms of Options	None	
h)	Money realized by exercise of Options	Rs.7,90,100/-	
i)	Total number of Options in force	30,306	
j)	Employee wise details of Options granted to		
	1. Senior Management Personnel		
	Mr. Binoy Krishna Dhar	3300	Mr. R.P.Shah 3600
	Mr. Sunder Gopal Das	910	Mr. Sushil Kumar Pransukhka 2460
	Mr. Ishwar Chandra Sharma	1080	Mr. Ved Prakash 1180
	Mr. V.Chatrapathi	880	Mr. Mihir Mani Tripathi 1280
	Mr. C.K.Ojha	1300	Mr. Arun Kumar Thirani 1160
	Mr. J.S.Yadav	390	Mr. Surendra Pd. Tiwari 510
	Mr. Parameshwar Lal Tamrayat	430	Mr. Ramesh Kr. Bansal 1030
	Mr. M.V.K.S.R. Sharma	310	Mr. Ram Nawal Yadav 670
	Mr. Raveender Kr. Sharma	960	Mr. T.Chakraborty 1000
	Mr. Kamal Kr. Makharia	1190	Mr. Avdheshe 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'		Rs. 9.19
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	486
	Add : Intrinsic value compensation cost	Nil
	Less : Fair value compensation	<u>13</u>
	Adjusted Net Income	<u>473</u>
	Earning Per Share as reported	Rs. 9.19
	As adjusted	Rs. 8.74
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. 55.00
n) A description of the method and significant assumptions used during the year to estimate the fair values of options.	Weighted average fair value per option	Rs. 43.43
	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	1.88 years
	(3) Expected volatility	30%
	(4) Expected dividends	15%
	(5) Price of the underlying share in market at the time of option grant	Rs.45.10/Rs.39.00

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

DIRECTORS

Shri Krishan Arya, Dr. Ashok Kumar Agarwal and Shri Ashoke Kumar Dutta retire by rotation and being eligible, offer themselves for re-appointment.

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 (2A) of the Companies Act, 1956.

DIRECTORS RESPONSIBILITY STATEMENT

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

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors have prepared the annual accounts on a going concern basis.

PUBLIC DEPOSITS

The Company has not invited or accepted any deposits from the public 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.50,34,956/- during the year (Previous Year- Rs.53,72,804/-). Value of imports calculated on C. I. F. basis by the Company was Rs.4,47,53,972/- (Previous Year Nil). The Company has spent foreign exchange worth Rs.20,96,43,995/- (Previous Year – Rs. 7,08,01,165/-) on account of freight paid by overseas constituents on our behalf and/or freight collected by the Company on their behalf and civil/ operational expenses in foreign countries. The Company has incurred Rs.30,19,910/- (Previous Year – Rs.8,93,991/-) by way of foreign tours for business purposes.

AUDIT REPORT

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

CODE OF CONDUCT

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

CORPORATE GOVERNANCE

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

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

INVESTOR SERVICES

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

CAUTIONARY NOTE

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

ACKNOWLEDGEMENTS

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

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

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

Place : Kolkata
Date : May 28, 2012

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 serve the objective of maximizing the 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 Anand Kumar Agarwal	Chairman	3	—	1	—	—
Shri Krishan Arya	Independent Non-Executive Director	3	—	—	—	—
Dr. Debasis Sengupta	-do-	4	1	1	—	2
Shri Ashoke Kumar Dutta	-do-	1	—	4	—	1
Dr. Ashok Kumar Agarwal	-do-	2	—	3	—	—
Shri. Vijoy Kumar Jain	- do -	3	1	1	1	1
Dr. Padam Chand Agarwal	- do -	4	—	—	3	—
Shri. Ashok Kumar Surana	- do -	4	—	—	2	—
Shri Ashish Agarwal	Managing Director	3	—	—	—	—

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

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

During the Financial year ended 31st March, 2012 four Board Meetings were held on 31st May, 2011, 9th August, 2011, 14th November, 2011, and 7th February, 2012. The maximum time gap between any two meetings was not more than four months.

- 2) Particulars of Non-Executive Directors proposed to be reappointed are as follows:

- i) Name : Shri Krishan Arya
 Age : 68 years
 Qualifications : M. Sc. (Physics), M. Phil. & Master Diploma in Public Administration
 Experience : Held various position as IAS Officer (Retd.) and as Managing Director of State Farms Corporation of India
 Other Directorships : None
 Shareholding in the company : Nil
- ii) Name : Dr. Ashok Kumar Agarwal
 Age : 56 years
 Qualifications : MBBS
 Experience : Businessman and educationalists with medical background
 Other Directorships : TCI Infrastructure Finance Ltd. (Managing Director)
 Transcorp International Ltd. , TCI Industries Ltd.
 Sharma East India Hospitals & Medical Research Ltd.
 Shareholding in the Company : Nil

- iii) Name : Shri Ashokè Kumar Dutta
 Age : 65 years
 Qualifications : PGDM(MBA), B. Sc. Hons.
 Experience : In areas of Business & Organizational Development, Strategic & Change Management, Personnel & Industrial Relation, Turn around of sick companies and Capacity Building in India, Germany & USA, Environmental Health Care etc. Presently he is Director, Rajiv Gandhi Indian Institute of Management, Shillong besides other directorship & trusteeship.
- Other Directorships : All India Techonologies Ltd., (Chairman)
 Khadims India Ltd.
 Batchmate.Com Private Limited
 NHPC Limited
- 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 Kumar Dutta	Nil
Dr. Ashok Kumar Agarwal	Nil
Shri Vijoy Kumar Jain	350
Dr. Padam Chand Agarwal	187
Shri Ashok Kumar 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 31.03.2012. There were no material personnel interest adverse to the interest of the Company or improper personal benefits received as a result of their position by the Directors and Senior Management personnel, which could lead to potential conflict of interest with the Company. The Code of Conduct is available on the Company's website.

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

As the Managing Director (Chief Executive Officer) of ABC India Limited and as required by clause 49(I) (D) (ii) of the Stock Exchange Listing Agreement, I hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed compliance with the Company's Code of Business conduct and Ethics for the Financial year ending 31st March, 2012.

Ashish Agarwal
Managing Director

4. Audit Committee :

- 4.1 The Audit Committee has been mandated with the same terms of reference as specified in clause 49 of the Listing Agreements with the Stock Exchanges. The terms of reference also conform to the requirements of Section 292A of the Companies Act, 1956.
- 4.2 The Audit Committee of the Board of Directors comprises of Non Executive Directors Dr. Debasis Sengupta as Chairman and Shri Vijoy Kumar Jain & Dr. Padam Chand Agarwal as members besides Shri Sushil Kumar Pransukhka, Senior Vice President as Executive Member, following non-executive Directors held four meetings in the financial year 2011-12. Details as to attendance of members at the meeting are as follows :

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

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

5. Remuneration Committee :

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 comprises of Non Executive Director Mr. Ashoke Kumar Dutta, as Chairman, Dr. Debasis Sengupta & Dr. Padam Chand Agarwal, as members & Mr. Sushil Kumar Pransukhka, Senior Vice President as Executive Member. It held one meeting during the year where all the members were present.

Details of remuneration paid or payable to Directors for the financial year ended 31st March, 2012, are set out below.

Name of Director	Remuneration (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Shri Anand Kumar Agarwal	30,79,406	Nil	30,79,406
Shri Krishan Arya	Nil	6000	6000
Dr. Debasis Sengupta	Nil	8000	8000
Shri Ashoke Kumar Dutta	Nil	2000	2000
Dr. Ashok Kumar Agarwal	Nil	4000	4000
Shri Vijoy Kumar Jain	Nil	6000	6000
Dr. Padam Chand Agarwal	Nil	8000	8000
Shri Ashok Kumar Surana	Nil	8000	8000
Shri Ashish Agarwal	28,55,199	Nil	28,55,199

Notes :

- (I) Appointment of Chairman and Managing Director are for five years and three years respectively. As per terms of remuneration, for the purpose of Gratuity, Pension and other benefits, the service of the Chairman and Managing Director are considered continuous service with the Company from the date they joined the service.
- (II) Shri Anand Kumar Agarwal, Chairman, Shri Ashish Agarwal, Managing Director and Dr. Ashok Kumar Agarwal, Director of the Company are related to each other.
- (III) The Non-Executive 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 Shri Vijoy Kumar Jain, Director with Dr. Padam Chand Agarwal, Director and Shri Ashok Kumar Surana, Director as its members. The Company Secretary acts as the Secretary to the Committee. The Board has designated Shri A. K. Thirani, Company Secretary as the Compliance Officer.

During the year 6 complaints were received from the shareholders and investors, directly or through regulatory authorities. All the complaints have been attended/resolved to the satisfaction of complainants. There were no overdue pending requests for transfer of shares as on 31st March, 2012.

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 Kumar Dutta, Director and Mr. Ashok Kumar Surana, Director as its member. The Company Secretary acts as the Secretary of the Committee. It held four meetings during the year.

8. General Body Meetings:

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

Financial Year	Location of the Meeting	Date	Time
2008-2009	Vishwaratna Hotel, Guwahati, Assam	24-08-2009	1.00 PM
2009-2010	Vishwaratna Hotel, Guwahati, Assam	04-09-2010	1.00 PM
2010-2011	Vishwaratna Hotel, Guwahati, Assam	24-09-2011	1.00 PM

All the resolutions set out in the respective notices were passed by the members. An Extra Ordinary General Meeting was held on 25th day of February, 2011 at Rituraj Hotel, Kedar Road, Guwahati-781001 at 1.00 p.m., where the resolution set out in the Notice was passed by the members present. There were no resolutions put through postal ballot last year. The Company has proposal for passing Special Resolutions by Postal Ballots for change of objects of the Company and increase in borrowing powers of the Company as per separate notices in these regards to the members of the Company.

9. Disclosures:

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

- (a) For the list of disclosures of related party relationship and transactions as per Accounting Standard AS-18, please refer to Note on "Related Party Disclosures" in Note No. 27 to the Financial Statements of the Company for the year ended 31st March, 2012.
- (b) There was no incident of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- (c) The Company does not have any Whistle Blower Policy as of now, but no personnel is being denied any access to the Audit Committee.
- (d) All the mandatory requirements of clause 49 have been appropriately complied with. The matter of adoption of non-mandatory requirements of clause 49 is being reviewed by the Board from time to time.
- (e) CEO/CFO Certificate in terms of clause 49(V) has been submitted to the Board of Directors.

10. Means of Communication :

- (a) Half-Yearly Report sent to each household of shareholders : No
- (b) Quarterly Results : Quarterly results are taken on record the Board of Directors and submitted to the Stock Exchanges as per requirements of the Listing Agreements.
- (c) Newspapers wherein results normally published : English News Paper - Business Standard, The 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 : Saturday, the 1st day of September, 2012 at 1:00 PM
- 11.1 Venue : Vishwaratna Hotel, Onkar Plaza
A. T. Road, Guwahati – 781001, Assam
- 11.2 Financial Calendar (2012-2013) (tentative)
- Financial Reporting and Limited Review Report
- Quarter ending June 30, 2012 : 2nd week of August, 2012
- Quarter/Half Year ending September 30, 2012 : 2nd week of November, 2012
- Quarter ending December 31, 2012 : 2nd week of February, 2013
- Quarter/Year ending March, 31, 2013 : 2nd week of May, 2013

- 11.3 Book Closure date(s) : Saturday, the 25th day of August, 2012 to Friday, the 31st day of August, 2012 (both days included)
- 11.4 Dividend Payment date : On and from 10th day of September, 2012.
- 11.5 Listing of Equity Shares on Stock Exchanges : Bombay Stock Exchange Limited
The Calcutta Stock Exchange Limited
- (Note : Annual listing fees for the financial year(s) 2011-12 to 2012-13 have been paid to both the above Stock Exchanges).

11.6 Stock Code

Physical Segment

: BSE 520123

: CSE 10011146

Demat ISIN number in NSDL/CDSL

: INE 125D01011

11.7 Stock Market Data :

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

Month	BSE	
	High (in Rs.)	Low (in Rs.)
April, 2011	133.00	115.00
May, 2011	124.90	115.00
June, 2011	127.75	107.75
July, 2011	141.80	115.10
August, 2011	150.00	113.20
September, 2011	147.60	120.00
October, 2011	128.00	112.55
November, 2011	132.60	97.20
December, 2011	128.50	98.25
January, 2012	114.60	100.00
February, 2012	146.00	100.10
March, 2012	165.00	117.00

11.8 Registrar and Share Transfer agents

: M/s MCS Limited, 77/2A Hazra Road, Kolkata 700029

11.9 Share Transfer System :

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

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

11.10 (a) Distribution of Shareholding as on 31st March, 2012:

No. of Equity Shares Held	Number of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 - 500	4327	94.04	545885	10.08
501 - 1000	109	2.37	84850	1.57
1001 - 2000	55	1.20	75349	1.39
2001 - 3000	28	0.60	69829	1.29
3001 - 4000	15	0.33	54411	1.00
4001 - 5000	9	0.20	42501	0.78
5001 - 10000	12	0.26	89386	1.65
10001 - 50000	26	0.57	499392	9.22
50001 - 100000	8	0.17	539565	9.96
100001 and above	12	0.26	3416064	63.06
GRAND TOTAL	4601	100	5417232	100

(b) Categorisation of Shareholding as on 31st March, 2012 :

Category	Number of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Indian Promoter(s)/ Persons acting in Concert	12	0.26	3161027	58.35
Foreign Promoter	-	-	-	-
Resident Individuals & Corporates	4558	99.07	2211874	40.83
Financial Institutions/ Banks/Mutual Funds	1	0.02	100	0
NRI's/OBC's/Foreign National	30	0.65	44231	0.82
Shares in Transit (NSDL/CDSL)	-	-	-	-
GRAND TOTAL	4601	100	5417232	100

- 11.11 Dematerialization of Shares : 5021635 equity shares representing 92.70% 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, 2012.
- 11.12 Outstanding GDR/ADR : The Company has not issued any of these instruments Warrants or any Convertible Instruments, Conversion date and likely impact on equity
- 11.13 Registered Office : Kedar Road, Guwahati 781001
- 11.14 Address for Investor Correspondence : C-121, Bangur Avenue, Kolkata – 700055
Phone 033 – 25749589, Email : vrmd@abcindia.com

By order of the Board

Place : Kolkata
Date : 28th day of May, 2012

Ashish Agarwal
Managing Director

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE
TO THE MEMBERS OF
ABC INDIA LIMITED**

We have reviewed the implementation of Corporate Governance procedures by **ABC India Limited** during the year ended on 31st March, 2012 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 28th day of May, 2012

MANAGEMENT DISCUSSION & ANALYSIS**Industry structure and development**

Major part of transportation business in India is done by operators in unorganized sector. In this sector, our Company is one of the organized entity facing competition from operators in unorganized sector. Our Company is also offering specialized project logistics. Hitherto, there were fewer operators in specialized project logistics business involving logistics of Over Dimensional Consignments, Multi Modal transportation etc., whereas presently many operators have entered in this sector creating competition.

Opportunities and Threats

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

Segment-wise or product-wise performance

The Company has three primary business segments namely, Freight & Services, Petrol Pump and Warehousing. Out of the total earnings for these three segments amounting to Rs. 25,820 Lakhs, the Freight & Services Segment's earning was Rs.19,873 Lakhs, the Petrol Pump Segment's share was Rs. 5,838 Lakhs and Warehousing Segment's earning was 109 Lakhs.

Outlook

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

Risks and concerns

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

Internal control system and their adequacy

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

Discussion on financial performance with respect to operational performance

The Company's total earnings including other income for the year amounting to Rs.26,142 Lakhs as compared with previous year's total earnings of Rs. 20,731 Lakhs. For the year the profit before finance cost, depreciation & amortization expenses and taxation is Rs. 2,729 Lakhs. Finance cost for the year amounted to Rs. 1,230 Lakhs, Depreciation & Amortisation expenses amounted to Rs. 809 Lakhs and Provision for Taxation for the year amounted to Rs. 204 Lakhs. Accordingly, the profit after taxation for the year is Rs.486 Lakhs. The Company has taken strategic steps to improve its business requiring value added logistics solutions and Over Dimensional Consignments where the Company has its niche and where turnover as well as profit margins are generally 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 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 440 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, 2012, and the Statement of Profit and Loss 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 as amended, and 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 Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (iv) In our opinion, the Balance Sheet, Statement of Profit and Loss 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 2012 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, 2012;
 - (b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

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

M. Agarwal
Partner
Membership No. 52474

Place : Kolkata
Date : 28th May, 2012

ANNEXURE**Re: ABC INDIA LIMITED**

Referred to in paragraph 3 of our report of even 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 business and disposed off one of its non productive office premises and a vacant plot. 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, 2011 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 Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise duty, Cess and any other statutory dues that have not been deposited with appropriate authorities on account of any dispute.
- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash loss in such financial year and in the immediately preceding financial year.
- (xi) In our opinion and as per information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks and it has no debenture holders.
- (xii) In our opinion and as per information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) As per information and explanations given to us the Company is not a chit fund or a Nidhi or a mutual benefit fund/society. Therefore, the provisions of clause (xiii) are not applicable to the Company.
- (xiv) As per information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause (xiv) are not applicable to the Company.
- (xv) 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.**
Chartered Accountants
Firm's Registration No. 316112E

M. Agarwal
Partner
Membership No. 52474

Place : Kolkata
Date : 28th May, 2012

BALANCE SHEET AS AT 31ST MARCH, 2012

Particulars	Note No.	As at March 31, 2012 Rs.	As at March 31, 2011 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	5,41,22,820	5,41,21,020
Reserves and Surplus	3	39,17,58,462	35,27,36,297
Non-Current Liabilities			
Long-term borrowings	4	27,35,82,095	26,49,79,279
Deferred tax liabilities	5	6,29,82,867	4,39,73,867
Other long term liabilities	6	3,55,58,627	-
Current Liabilities			
Short-term borrowings	7	55,67,17,232	54,42,71,437
Trade Payables	8	14,12,52,124	12,69,59,273
Other current liabilities	9	17,95,23,222	19,25,70,380
Short-term provisions	10	4,83,66,302	4,11,65,136
	Total	1,74,38,63,751	1,62,07,76,689
ASSETS			
Non-Current Assets			
Fixed assets	11		
Tangible assets		74,28,61,492	51,23,45,472
Intangible assets		20,38,365	19,08,490
Non-current investments	12	36,40,000	31,40,000
Long term loans and advances	13	1,58,51,603	8,96,04,685
Other non-current assets	14	1,56,45,662	41,73,949
Current Assets			
Current Investments	15	6,86,84,770	9,01,51,124
Inventories	16	73,15,291	34,68,522
Trade receivables	17	63,37,63,508	67,53,26,148
Cash and cash equivalents	18	7,85,90,561	8,12,30,562
Short-term loans and advances	19	17,54,72,499	15,94,27,737
	Total	1,74,38,63,751	1,62,07,76,689
Significant Accounting Policies	1		
Other Notes on Financial Statement	27		

As per our report of even date attached.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants
Firm Reg. No. 316112E

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated : May 28, 2012

ANAND KUMAR AGARWAL

Chairman

V. K. JAIN

Director

ASHISH AGARWAL

Managing Director

DR. DEBASIS SENGUPTA

Director

A. K. THIRANI
Company Secretary

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2012

Particulars	Note No.	For the year ended	
		March 31, 2012 Rs.	March 31, 2011 Rs.
Income:			
Revenue from operations	20	2,58,20,41,036	2,05,76,94,223
Other Income	21	3,21,33,794	1,54,35,864
Total Revenue		2,61,41,74,830	2,07,31,30,087
Expenses:			
Purchase of Stock-in-Trade		57,78,19,813	44,68,97,825
Expenditure relating to transportation & services		1,48,14,04,339	1,19,83,19,940
Changes in inventories of Stock-in-Trade	22	(38,46,769)	(5,28,826)
Employee benefit expense	23	12,59,52,636	11,23,08,686
Finance cost	24	12,29,53,078	6,10,97,145
Depreciation and amortization expense	25	8,09,34,427	4,19,76,969
Other expenses	26	16,00,05,338	12,82,60,685
Total Expenses		2,54,52,22,862	1,98,83,32,424
Profit before tax		6,89,51,968	8,47,97,663
Tax expense:			
Current tax		1,44,00,000	2,11,00,000
Less : Mat Credit Entitlement		1,31,00,000	—
Net Current Tax		13,00,000	2,11,00,000
Deferred tax		1,90,09,000	83,99,069
Profit for the period		4,86,42,968	5,52,98,594
Earning per equity share [Nominal Value Rs. 10/- each]			
Weighted Average Number of Ordinary Shares		54,17,200	54,02,646
Basic and Diluted		9.19	10.17
Significant Accounting Policies	1		
Other Notes on Financial Statement	27		

As per our report of even date attached.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants

Firm Reg. No. 316112E

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated : May 28, 2012

ANAND KUMAR AGARWAL

Chairman

V. K. JAIN

Director

ASHISH AGARWAL

Managing Director

DR. DEBASIS SENGUPTA

Director

A. K. THIRANI
Company Secretary

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

	For the year ended 31st March, 2012 (Rs.)	For the year ended 31st March, 2011 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax	6,89,51,968	8,47,97,663
Adjusted for :		
Prior period expenditure	11,11,164	(1,85,516)
Net Profit before tax and Extra-ordinary items	7,00,63,132	8,46,12,147
Adjusted for :		
Depreciation	8,09,34,427	4,19,76,969
Provision for doubtful debts	-	9,75,396
Transfer from Surplus Plan Fund	16,28,287	46,19,216
Interest Received	(31,20,929)	(22,92,944)
Interest paid	11,80,06,487	5,81,69,646
Leave Encashment	6,36,410	27,85,828
(Profit)/Loss on sale/ theft of fixed asset	(2,57,73,023)	(18,61,654)
(Profit)/Loss from Partnership firm	(17,646)	(47,115)
Dividend Received	(7,92,000)	(7,92,000)
	17,15,02,013	10,35,33,342
Operating profit before working capital changes	24,15,65,145	18,81,45,489
Adjusted for Increase/Decrease in :		
Trade and other receivable	4,15,62,640	(32,09,31,559)
Loans advances and deposits	5,77,08,320	(9,20,65,445)
Inventories	(38,46,769)	(5,28,826)
Trade Payable	12,45,693	15,70,92,597
	9,66,69,884	(25,64,33,233)
Cash generated from operation	33,82,35,029	(6,82,87,744)
Direct taxes paid	(66,26,410)	(15,33,721)
Cash flow before extra ordinary items	33,16,08,619	(6,67,54,023)
Net prior period adjustment	11,11,164	1,85,516
Net cash from Operating Activities	33,04,97,455	(6,65,68,507)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchases of fixed assets	(31,85,20,695)	(33,06,80,501)
Purchase of Investments	(5,00,000)	-
Sale of Fixed Assets	3,13,64,960	37,87,557
Capital (Deposit) / Withdrawn from Partnership firm	2,14,84,000	(5,45,63,345)
Interest Received	31,20,929	22,92,944
Dividend Received	7,92,000	7,92,000
Net cash used in Investing Activities	(26,22,58,806)	(37,83,71,346)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012 (CONTD.)

	For the year ended 31st March, 2012 (Rs.)	For the year ended 31st March, 2011 (Rs.)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital	5,400	7,89,600
Proceeds from borrowing(Net)	2,10,48,611	54,66,56,897
Other long term liabilities	3,55,58,627	-
Interest paid	(11,80,06,487)	(5,81,69,646)
Dividend Paid	(94,84,801)	(28,23,477)
Net cash used in Financing Activities	<u>(7,08,78,651)</u>	<u>48,64,53,374</u>
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	(26,40,001)	4,15,13,521
Cash and Cash Equivalents(Opening Balance)	8,12,30,562	3,97,17,041
Cash and Cash Equivalents(Closing Balance)	<u>7,85,90,561</u>	<u>8,12,30,562</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 attached.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants
Firm Reg. No. 316112E

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated : May 28, 2012

ANAND KUMAR AGARWAL

Chairman

V. K. JAIN

Director

ASHISH AGARWAL

Managing Director

DR. DEBASIS SENGUPTA

Director

A. K. THIRANI
Company Secretary

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012**Note No. 1: SIGNIFICANT ACCOUNTING POLICIES****1.1 Basis of Preparation of Financial Statements**

The financial statements are prepared under the historical cost convention, except for certain fixed assets which are revalued, in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

1.2 Use of Estimates

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

1.3 Revenue Recognition

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

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

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

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

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

b. Intangible Assets:

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

1.5 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. Other borrowing costs are recognized as an expense in the period in which they are incurred.

1.6 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.

1.7 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.

1.8 Depreciation / Amortization

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

1.9 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.

e) Hedging :

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

1.10 Retirement Benefit

a) Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

b) Post employment and other long term employee benefits are recognized as an expense in the Profit and Loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable determined using actuarial valuations techniques. Actuarial Gains and Losses in respect of post employment and other long term benefits are charged to Profit and Loss Account.

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

1.12 Earning per Share

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

1.13 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.

1.14 Impairment of Assets

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.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012

	March 31, 2012 Rs.	March 31, 2011 Rs.
2.0 SHARE CAPITAL		
2.1 Share Capital		
Authorised Share Capital :		
1,00,00,000 (Previous year 1,00,00,000) Equity Shares of Rs. 10/- each	<u>10,00,00,000</u>	<u>10,00,00,000</u>
Issued, Subscribed & Paid up :		
54,17,232 (Previous year 54,17,152) Equity Shares of Rs. 10/- each, fully paid up	<u>5,41,72,320</u>	<u>5,41,71,520</u>
Less: Calls in arrears by other than directors & officers	<u>49,500</u>	<u>50,500</u>
Total	<u>5,41,22,820</u>	<u>5,41,21,020</u>

2.2 Reconciliation of number of Shares outstanding is as set out below:

	March 31, 2012	March 31, 2011
	No. of Shares	No. of Shares
Equity Shares outstanding at the Beginning of the year	54,17,152	54,02,362
Add: Shares Issued on exercise of Employees Stock Options	<u>80</u>	<u>14,790</u>
Equity Shares outstanding at the end of the Year	<u>54,17,232</u>	<u>54,17,152</u>

2.3 Details of Shareholders holding more than 5% Shares in the Company :

Name of Shareholder	March 31, 2012		March 31, 2011	
	No. of Shares	% held	No. of Shares	% held
ABC Financial Services Private Limited	7,40,726	13.67	6,80,931	12.57
Mrs. Nirmal Agarwal & Mr. Ashish Agarwal [As partner of M/s. Assam Bengal Carriers]	1,64,954	3.04	4,64,984	8.58
Hindustan Composites Limited [On account of shares pledged by Mrs. Nirmal Agarwal, Partner of M/s. Assam Bengal Carriers]	4,00,000	7.38	3,35,000	6.18
Jhunjhunwala Glass Limited [On account of shares pledged by Mrs. Nirmal Agarwal, Partner of M/s. Assam Bengal Carriers]	3,90,000	7.20	Nil	Nil
Prabhu Dhan Investments Private Limited	3,38,625	6.25	3,38,625	6.25

2.4 The Company has reserved issuance of 1,10,130 (Previous year 1,10,210) equity shares of Rs. 10 each for exercise or grant of options under Employee Stock Option Scheme to eligible employees. As per the terms of the Stock Option Scheme, 2007 of the Company, options vesting on or before 01/11/2008 can be exercised @ Rs 50/- per equity shares and option vesting after 01/11/2008 can be exercised @ Rs 55/- per equity share. The options granted vest over a maximum period of 3 years from the date of grant.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012 (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
3.0 RESERVES & SURPLUS		
Capital Reserve		
As per last Balance Sheet	6,15,38,802	6,31,67,597
Less : 1) Written up amount of asset sold transferred to General Reserve	16,41,810	2,36,047
2) Depreciation / Amortisation on written up amount of assets transferred to Statement of Profit & Loss	13,48,436	13,92,748
Sub Total	5,85,48,556	6,15,38,802
Securities Premium Reserve		
As per last Balance Sheet	2,57,01,480	2,50,62,780
Add : On Issue of Shares	3,600	6,38,700
Sub Total	2,57,05,080	2,57,01,480
General Reserve		
As per last Balance Sheet	16,16,89,446	13,14,53,399
Add : 1) Written up amount of asset sold transferred from Capital Reserve	16,41,810	2,36,047
2) Transferred from Surplus	3,00,00,000	3,00,00,000
Sub Total	19,33,31,256	16,16,89,446
Surplus as per Statement of Profit & Loss		
As per last Balance Sheet	10,38,06,569	8,83,63,162
Add : Profit for the Year	4,86,42,968	5,52,98,594
Adjustment for earlier years	11,50,941	(3,53,230)
Sub Total	15,36,00,478	14,33,08,526
Less : Appropriations		
1) Transfer to General Reserve	3,00,00,000	3,00,00,000
2) Proposed Dividend on Equity Share [Dividend per Share Rs. 1.50 (Previous Year Rs. 1.50)]	81,25,848	81,21,678
3) Provision for Dividend Distribution Tax	13,18,216	13,80,279
4) Excess Provision for earlier year written back	(17,156)	-
Sub Total	11,41,73,570	10,38,06,569
Total	39,17,58,462	35,27,36,297

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012 (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
4.0 LONG TERM BORROWINGS		
Secured		
Against hypothecation of related Vehicles & Ship (Barge)		
Terms of Repayment : 20 to 60 Equalised Monthly Instalments in tenure of loans		
a) From Banks	17,52,48,781	16,92,23,956
(Aggregate amount of loans guaranteed by directors & others Rs. 16,63,74,436/-) (Previous year Rs. 16,19,05,402/-)		
b) From Other Parties	15,64,57,901	17,30,85,654
(Entire amount of loan guaranteed by directors & others)		
Sub Total	33,17,06,682	34,23,09,610
Unsecured		
a) From Banks	54,39,580	-
(Entire amount of loan guaranteed by directors & others) (Terms of Repayment : 24 Equalised Monthly Instalments in tenure of loan)		
b) From Other Parties	3,74,39,957	-
(Entire amount of loan guaranteed by directors & others) (Terms of Repayment : 120 Equalised Monthly Instalments in tenure of loan)		
Sub Total	4,28,79,537	-
Total	37,45,86,219	34,23,09,610
Less : Current maturities of Long term borrowings classified as Other Current Liabilities (Refer Note No. 9)	10,10,04,124	7,73,30,331
Total	27,35,82,095	26,49,79,279
5.0 DEFERRED TAX LIABILITIES		
Arising on account of Depreciation	6,29,82,867	4,39,73,867
Total	6,29,82,867	4,39,73,867
6.0 OTHER LONG TERM LIABILITIES		
Acceptances other than Trade Payables	3,85,58,627	-
Less : Current maturities of Other long term liabilities classified as Other Current Liabilities (Refer Note No. 9)	30,00,000	-
Total	3,55,58,627	-

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012 (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
7.0 SHORT TERM BORROWINGS		
Secured – Loans repayable on demand :		
Overdraft / Cash credit facility from banks :		
a) State Bank India (Secured by exclusive charge on book debts & movable Current assets excluding inventory and mortgage of specific immovable properties)		
- Cash Credit Facility	22,03,33,542	20,34,34,518
- Corporate Loan	1,05,00,000	2,36,25,000
- Foreign Currency Loans (Entire amount of loans have been guaranteed by directors)	2,57,60,000	9,08,90,000
b) United Bank of India (Secured against equitable mortgage of specified Immovable properties, first charge by way of hypothecation of unencumbered Plant & Machinery)	11,97,11,018	11,96,80,749
c) Indian Overseas Bank (Secured by mortgage of specific immovable properties)	5,09,12,672	5,06,41,170
Sub Total	<u>42,72,17,232</u>	<u>48,82,71,437</u>
Unsecured – Loans repayable on demand :		
Inter Corporate Deposits – From parties other than Banks	12,95,00,000	5,60,00,000
Total	<u>55,67,17,232</u>	<u>54,42,71,437</u>

8.0 TRADE PAYABLES

For Goods and Services	14,12,52,124	12,69,59,273
Total	<u>14,12,52,124</u>	<u>12,69,59,273</u>

- 8.1** There are no dues to Micro and Small Enterprises determined to the extent such parties have been identified on the basis of information available with the Company as at 31 March, 2012 which require disclosure under the Micro, Small and Medium Enterprises Development Act, 2006.

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012 (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
9.0 OTHER CURRENT LIABILITIES		
Current Maturities of Long term borrowings (Refer Note. 4)	10,10,04,124	7,73,30,331
Current Maturities of Other long term liabilities (Refer Note. 6)	30,00,000	-
Interest accrued but not due on Borrowings	23,06,308	17,51,913
Unpaid & Unclaimed Dividends	5,28,172	3,39,804
Other Payables		
Statutory Dues	48,35,837	39,34,116
Security Deposit	1,30,35,113	1,37,43,113
Advance from customers	5,44,36,691	9,30,99,468
Banks (due to reconciliation)	3,76,977	23,71,635
Total	17,95,23,222	19,25,70,380
10.0 SHORT TERM PROVISIONS		
Provisions for Employee Benefits :		
Provisions for Leave Encashment	34,22,238	27,85,828
Other Provisions :		
Proposed Dividend	81,25,848	81,21,678
Dividend Distribution Tax	13,18,216	13,80,279
Income Tax	3,55,00,000	2,88,77,351
Total	4,83,66,302	4,11,65,136

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012 (CONTD.)
11.0 FIXED ASSET

Description of Assets	GROSS BLOCK			DEPRECIATION / AMORTIZATION			NET BLOCK			
	Cost as at 1st April 2011 Rs.	Additions during the period Rs.	Sales/ Adjustment Rs.	Cost as at 31st March, 2012 Rs.	Up to 31st March, 2011 Rs.	For the period Rs.	Sales/ Adjustment Rs.	Upto 31st March, 2012 Rs.	As on 31st March, 2011 Rs.	As on 31st March, 2012 Rs.
Tangible Assets										
Land:										
Freehold	10,75,33,084	2,89,42,000	-	13,64,75,084	-	-	-	-	10,75,33,084	13,64,75,084
Leasehold	2,15,95,216	-	49,640	2,15,45,576	20,50,892	1,25,878	32,505	21,44,265	1,95,44,324	1,94,01,311
Buildings	15,21,18,757	2,52,46,250	89,55,147	16,90,09,860	7,57,11,360	46,95,508	44,03,244	7,60,03,624	7,64,07,397	9,30,06,236
Plant & equipment	5,25,07,615	2,08,26,974	12,000	7,33,22,589	1,75,15,476	52,33,412	-	2,27,48,888	3,49,92,139	5,05,73,701
Furniture & Fixtures	2,37,04,480	8,92,995	-	2,45,97,475	1,28,41,645	12,60,056	-	1,41,01,701	1,08,62,835	1,04,95,774
Vehicles	36,32,43,826	20,61,37,196	92,76,264	56,01,04,698	10,64,90,660	6,68,72,215	76,65,365	16,57,97,510	25,67,53,166	39,43,07,188
Office Equipment	1,32,46,017	8,81,397	-	1,41,27,414	69,93,490	6,00,764	-	75,94,254	62,52,527	65,33,160
Ships (Barge)	-	3,49,84,405	-	-	3,49,84,405	29,15,367	-	29,15,367	-	3,20,69,038
Total : Tangible Assets	73,39,48,995	31,79,11,157	1,76,93,051	1,03,41,67,101	22,16,03,523	81,803,200	1,21,01,114	29,13,05,609	51,23,45,472	74,28,61,492
Intangible Assets										
Computer Software	28,88,764	6,09,538	-	34,98,302	9,80,274	4,79,663	-	14,59,937	19,08,490	20,36,365
Total : Intangible Assets	28,88,764	6,09,538	-	34,98,302	9,80,274	4,79,663	-	14,59,937	19,08,490	20,36,365
Total	73,68,37,759	31,85,20,695	1,76,93,051	1,03,76,65,403	22,25,83,797	8,22,82,863	1,21,01,114	29,27,65,546	51,42,53,962	74,48,99,857
Previous Year	48,45,51,665	25,54,75,214	31,89,121	73,68,37,759	18,04,77,298	4,38,69,717	12,63,218	22,25,83,797	51,42,53,962	51,42,53,962

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012 (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
12.0 NON CURRENT INVESTMENT		
Trade Investments (valued at cost)		
In Equity Shares : Unquoted (Fully Paid up)		
Investment in Joint Venture		
2,64,000 (Previous year 2,64,000) Equity Shares of Rs. 10/- each of Nissin ABC Logistics Private Limited	26,40,000	26,40,000
Investment in Subsidiary		
50,000 Equity Shares Rs. 10/- each of ABC Skyline Limited	5,00,000	-
Sub Total	31,40,000	26,40,000
Non-Trade Investments (valued at cost, unless otherwise stated)		
In Equity Shares : Unquoted		
49,500 (Previous year 49,500) Equity Shares of Rs. 10/- each of Utsav Prakashan Limited (in liquidation)	4,95,000	4,95,000
50,000 (Previous year 50,000) Equity Shares of Rs. 10/- each of G.L. Media Services Private Limited	5,00,000	5,00,000
Sub Total	9,95,000	9,95,000
Total (A)	41,35,000	36,35,000
Less: Provision for diminution in value of investment in Shares of Utsav Prakashan Limited		
Total (B)	4,95,000	4,95,000
Total (A-B)	36,40,000	31,40,000
13.0 LONG TERM LOANS & ADVANCES		
Capital Advances		
Unsecured, considered good	1,58,51,603	8,96,04,685
Total	1,58,51,603	8,96,04,685
14.0 OTHER NON CURRENT ASSETS		
Surplus of gratuity plan fund	25,45,662	41,73,949
MAT credit entitlement	1,31,00,000	-
Total	1,56,45,662	41,73,949

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012 (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
15.0 CURRENT INVESTMENTS		
In partnership firm	6,86,84,770	9,01,51,124
Total	<u>6,86,84,770</u>	<u>9,01,51,124</u>
15.1 Particulars		
Name of the Partnership Firm : M/s. Assam Bengal Carriers		
Total Capital of the Firm	3,27,74,094	5,82,81,795
Name of Partners	Share of Partners in Profit / Loss (%)	
Ashok Kumar Agarwal	1	1
ABC India Limited	5	5
Mrs. Nirmal Agarwal	26	26
Mrs. Sweta Agarwal	26	26
Ashish Agarwal	26	26
M/s. Anand Kumar Agarwal & Sons - HUF	16	16
Total	<u>100</u>	<u>100</u>
16.0 INVENTORIES		
Stock-in-Trade	73,15,291	34,68,522
(Valued at cost or net realisable value which ever is lower)		
Total	<u>73,15,291</u>	<u>34,68,522</u>
17.0 TRADE RECEIVABLES		
Unsecured, Considered Goods		
Outstanding for a period exceeding six months from the date they are due for payment	20,39,93,827	20,01,55,680
Others	43,26,42,369	47,80,43,156
Sub Total	<u>63,66,36,196</u>	<u>67,81,98,836</u>
Less: Provision for bad and doubtful debts	28,72,688	28,72,688
Total	<u>63,37,63,508</u>	<u>67,53,26,148</u>

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012 (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
18.0 CASH & CASH EQUIVALENTS		
Balances with Banks :	3,72,31,805	3,44,80,052
Includes :		
Earmarked balances for unpaid dividends Rs. 5,28,172/- (Previous year Rs.3,39,804/-), and		
Fixed term deposits pledged with banks towards margin money against guarantees Rs. 2,95,83,148/- (Previous Year Rs. 2,60,16,629/-) of which having more than 12 months' maturity amounts to Rs. 58,52,646/- (Previous year Rs. 1,70,73,189/-)		
Cheques in hand	-	1,57,79,588
Cash on hand	4,13,58,756	3,09,70,922
Total	<u>7,85,90,561</u>	<u>8,12,30,562</u>
19.0 SHORT TERM LOANS & ADVANCES		
Unsecured, and Considered Good		
To related parties - Unsecured, considered good (Refer Note No. 27)	1,00,82,500	22,97,813
To others - Unsecured, considered good:		
Advance to Employees	17,94,540	17,65,363
Prepaid Expenses	54,879	7,572
Other Advances	8,30,97,627	8,99,43,078
Deposit with Customs, Port trust	-	3,02,558
Income Tax deducted at sources & Refunds (including Rs 1,40,000/- seized by Income Tax Department)	4,80,18,895	2,74,11,835
Other Deposits	3,24,24,058	3,76,99,518
Total	<u>17,54,72,499</u>	<u>15,94,27,737</u>
20.0 REVENUE FROM OPERATIONS		
From transportation and contract jobs	1,96,91,68,963	1,57,15,96,165
Rent	2,90,90,305	3,20,10,731
Sub Total	<u>1,99,82,59,268</u>	<u>1,60,36,06,896</u>
Sale of petroleum products	58,37,81,768	45,40,87,327
Total	<u>2,58,20,41,036</u>	<u>2,05,76,94,223</u>

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012 (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
21.0 OTHER INCOME		
Interest Income	31,20,929	22,92,944
Dividend on long-term trade investments	7,92,000	7,92,000
Profit on sale of assets	2,67,95,922	23,67,482
Net gain on foreign currency transactions & translations	7,04,597	-
Past liabilities written back	43,948	2,56,129
Other non operating incomes	6,76,398	97,27,309
Total	3,21,33,794	1,54,35,864
22.0 CHANGES IN INVENTORIES		
Stock in Trade		
Closing Stock	73,15,291	34,68,522
Less: Opening Stock	34,68,522	29,39,696
Total	(38,46,769)	(5,28,826)
23.0 EMPLOYEE BENEFIT EXPENSE		
Salaries, wages, bonus and allowances		
- For employees covered under ESI Scheme	2,43,00,532	2,25,49,648
- For others	8,16,65,528	6,99,96,868
Contribution to provident & other funds	53,42,611	49,31,103
Contribution to gratuity fund	18,81,311	49,08,261
Staff welfare expenses	1,27,62,654	99,22,806
Total	12,59,52,636	11,23,08,686
24.0 FINANCE COST		
Interest Expense	11,80,06,487	5,80,07,898
Other borrowing costs	2,70,591	1,61,748
Applicable loss on foreign currency transactions and translation	46,76,000	29,27,500
Total	12,29,53,078	6,10,97,146

NOTES TO FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012 (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
25.0 DEPRECIATION AND AMORTISED EXPENSE		
Depreciation / Amortisation (Refer Note no. 11)	8,22,82,863	4,33,69,717
Less: Amount transferred from capital reserve being depreciation/amortisation on written up amount of assets	13,48,436	13,92,748
Total	8,09,34,427	4,19,76,969
26.0 OTHER EXPENSES		
Rent	2,44,96,488	2,43,49,890
Rates and taxes, excluding, taxes on income	3,00,37,767	1,83,30,132
Electricity charges	34,14,105	35,04,997
Bank charges	70,68,537	75,19,870
Net loss on foreign currency transactions & translation	-	74,377
Insurance	1,17,79,510	87,55,686
Expenditure relating to petrol pump	89,68,724	68,78,328
Provision for bad debts	-	9,75,396
Bad debts written off	1,33,539	17,69,750
Loss on sale of assets	5,51,973	5,05,828
Miscellaneous expenses	6,83,33,734	4,96,50,466
Repairs to building	18,87,448	17,86,434
Previous Years Adjustments	11,55,112	70,613
Charity and donations	13,60,959	36,48,061
Payment to Auditors		
a. As auditor	4,49,440	3,30,900
b. For taxation matters	2,35,600	-
c. Other services	1,32,402	1,09,957
Total	16,00,05,338	12,82,60,685

27 OTHER NOTES ON FINANCIAL STATEMENTS**27.1 Contingent Liabilities & Commitments (to the extent not provided for) :**

Contingent Liabilities	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Guarantees and Counter guarantees	13,07,83,290	13,83,64,345
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.	3,20,273 Asst. Year (2008-09)	3,20,273 Asst. Year (2008-09)

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

Capital Commitments

Estimated amount is not ascertainable for contracts remaining to be executed on capital account against which advance of Rs. 1,58,51,603/- (P.Y. Rs. 8,96,04,685/-) has been made.

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

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Vehicles	4,43,23,000	Nil
Computer Software	4,30,972	Nil
Total	4,47,53,972	Nil

27.3 Expenditure in foreign currency during the financial year :

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Enroute civil expenses	18,72,41,759	6,83,30,946
Travelling expenses	30,19,910	8,93,991
Shipment expenses	2,17,33,414	23,18,671
Others	6,68,822	1,51,548

27.4 Earnings in Foreign Exchange during the financial year :

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Freight	50,34,956	53,72,804

27.5 Books of Accounts for Branches:

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

27.6 Bad Debts :

Bad debts are ascertained by the management, each year after due consideration and are accordingly written off. During the year Rs. 1,33,539/- (Previous Year Rs. 17,69,750/-) has been so written off. Although doubtful debts could not be specifically quantified, however, as an abundant precaution an amount of Rs. NIL (Previous Year Rs 28,72,688/-) is provided towards estimated bad debts.

27.7 Balances of Trade Receivables, Advances & Deposits :

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

27.8 Petrol Pump at Pune :

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

27.9 Utilisation of money realized under ESOP :

The money realized pursuant to exercise of options by employees has been utilized in the business of the Company especially for funding capital investments.

27.10 Defined Benefit Plan as per AS-15 Employee Benefits :

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

Reconciliation of Defined Benefit Obligation

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Present Value of Defined Benefit Obligation as at 31.03.2011	1,47,83,596	1,05,95,751
Current Service Cost	12,78,428	11,17,445
Interest Cost	11,87,495	8,08,941
Employee Contributions	-	-
Past Service Cost (Vested Benefit)	-	15,00,876
Past Service Cost (Non Vested Benefit)	-	-
Amalgamations	-	-
Curtailment Cost / (Credit)	-	-
Settlement Cost / (Credit)	-	-
Actual Benefit Payments	(13,20,112)	(24,29,011)
Actuarial Losses / (Gains)	8,49,739	31,89,596
Present Value of Defined Benefit Obligation as at 31.03.2012	1,67,79,146	1,47,83,596

Reconciliation of Fair Value of Plan Assets

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Fair Value of Plan Assets as at 31.03.2011	1,89,57,545	1,93,88,916
Expected Return on Plan Assets	14,64,815	14,67,765
Contributions	-	-
Actual Benefits Payments from Plan Assets	(13,20,112)	(21,39,966)
Amalgamations	-	-
Settlements	-	-
Actuarial Gains / (Losses)	2,22,560	-
Fair Value of Plan Assets as at 31.03.2012	1,93,24,808	1,89,57,545
Discount Rate Applied	8.70%	8.40%

Amount Recognized in Balance Sheet

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Present Value of Defined Benefit Obligation	1,67,79,146	1,47,83,596
Fair Value of Plan Assets	(1,93,24,808)	(1,89,57,545)
Funded Status - (Surplus) / (deficit)	(25,45,662)	(41,73,949)
Unrecognized Past Service (Costs) / Credit	-	-
Para 59 (b) Limit	-	-
Liability / (Asset) recognized in Balance Sheet	(25,45,662)	(41,73,949)
Estimated Future Term Liability (Decrement - adjusted)	20.08	20.32

Amount Recognized in Statement of Profit and Loss

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Current Service Cost (including risk premiums for fully insured benefits)	12,78,428	11,17,445
Interest Cost	11,87,495	8,08,941
Expected return on Plan Assets	(14,64,815)	(14,67,184)
Employee Contributions	-	-
Past Service Cost – Vested Benefit	-	15,00,876
Past Service Cost – Non Vested Benefit	-	-
Effect of Limit in Para 59 (b)	-	-
Settlement Cost / (Credit)	-	-
Actuarial Losses / (Gains)	6,27,179	29,48,764
Total employer expense for the year as per actuarial valuation	16,28,287	49,08,842

The Financial Assumptions used in Actuarial Valuation

Particulars	March 31, 2012 %	March 31, 2011 %
Discount rate	8.7	8.4
Expected return on assets	8	8
Salary escalation	5	5

Summary of the Active Members of the Scheme

Particulars	March 31, 2012	March 31, 2011
No. of active members	480	498
Average monthly salary (INR)	7,939	7,327
Average age (years)	36.34	36.07
Average past service (years)	9.86	9.48

Withdrawal Rate as per Actuarial Valuation

Particulars	March 31, 2012 %	March 31, 2011 %
Below 25	0.5	0.5
Ages from 25-29	0.3	0.3
Ages from 30-34	0.2	0.2
Ages from 35-49	0.1	0.1
Ages from 50-54	0.2	0.2
Above 54	0.3	0.3

27.11 Segment Reporting :

The Company has three segments namely Freight and Service division, Petrol Pump division and Warehousing Facility division in terms of Accounting Standard -17 issued by The Institute of Chartered Accountants of India and accordingly the required disclosure are as follows :

(Amount in Rs.)

Particulars	Freight & Services		Petrol Pump		Warehousing		Unallocated		Total	
	31.03.12	31.03.11	31.03.12	31.03.11	31.03.12	31.03.11	31.03.12	31.03.11	31.03.12	31.03.11
Net Segment Revenue	1,98,73,41,222	1,60,36,06,896	58,37,81,768	45,40,87,327	1,09,18,046	0	3,21,33,794	1,54,35,864	2,61,41,74,830	2,07,31,30,087
Net Segment Result	20,44,73,337	17,15,90,072	8,21,530	8,21,530	71,75,940	0	0	0	21,24,70,807	17,24,11,602
Less: Interest	0	0	0	0	0	0	12,29,53,078	5,81,69,646	12,29,53,078	5,81,69,646
Less: Unallocated Expenses net of unallocated Income	0	0	0	0	0	0	2,05,65,760	2,94,44,293	2,05,65,760	2,94,44,293
Profit before Tax	0	0	0	0	0	0	6,89,51,968	8,47,97,663	6,89,51,968	8,47,97,663
Other information										
Segment Assets	1,36,52,87,702	1,41,33,91,775	1,54,66,367	73,82,544	13,36,83,498	0	22,94,26,184	20,00,02,370	1,74,38,63,751	1,62,07,76,689
Segment Liabilities	1,00,42,04,497	91,26,31,462	1,49,01,111	66,58,818	0	0	27,88,76,861	29,46,29,092	1,29,79,82,469	1,21,39,19,372
Capital Expenditure	29,28,80,723	25,17,63,214	0	0	0	0	2,56,39,972	37,12,000	31,85,20,695	25,54,75,214
Depreciation	7,48,40,321	4,00,48,965	18,740	18,740	25,49,876	0	35,25,490	33,02,012	8,09,34,427	4,33,69,717

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

27.12 Related party disclosures :
Names of related parties :

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

Transactions with related parties :

(Amount in Rs.)

Particulars	Subsidiary		Associates		Joint Ventures		Key Management Personnel & their relatives		Total	
	March, 31st 2012	March, 31st 2011	March, 31st 2012	March, 31st 2011	March, 31st 2012	March, 31st 2011	March, 31st 2012	March, 31st 2011	March, 31st 2012	March, 31st 2011
Investment of capital	5,00,000	—	8,85,61,000	7,46,83,345	26,40,000	26,40,000	—	—	9,17,01,000	7,73,23,345
Withdrawal of capital	—	—	11,00,45,000	2,01,20,000	—	—	—	—	11,00,45,000	2,01,20,000
Transportation receipt	—	—	—	—	5,84,46,329	4,43,47,345	—	—	5,84,46,329	4,43,47,345
Transportation related payment	—	—	3,00,16,319	1,33,17,573	1,59,78,391	1,28,88,265	—	—	4,59,94,710	2,62,05,838
Reimbursement towards expenses	—	—	—	—	1,64,41,164	1,49,99,153	—	—	1,64,41,164	1,49,99,153
Advance taken	—	—	13,713	32,02,187	—	—	—	—	13,713	32,02,187
Advance given	—	—	77,98,400	55,00,000	—	—	—	—	77,98,400	55,00,000
Dividend received	—	—	—	—	7,92,000	7,92,000	—	—	7,92,000	7,92,000
Rent Expense	—	—	16,80,000	15,60,000	—	—	—	—	16,80,000	15,60,000
Rent Income	—	—	79,416	79,416	2,25,012	1,50,008	—	—	3,04,428	2,29,424
Donation Paid	—	—	4,00,000	5,75,000	—	—	—	—	4,00,000	5,75,000
Salary/ Remuneration	—	—	—	—	—	—	59,34,605	60,49,522	59,34,605	60,49,522
Share of profit/(loss) from Firms	—	—	17,646	47,115	—	—	—	—	17,646	47,115
Outstanding Advance (given) as at the year ended	—	—	1,00,82,500	22,97,813	—	—	—	—	1,00,82,500	22,97,813
Investment in Firm	—	—	6,86,84,770	9,01,51,124	—	—	—	—	6,86,84,770	9,01,51,124

27.13 Statement Regarding Subsidiary Company

- The interest of ABC India Limited in its subsidiary company, ABC Skyline Limited at the end of the financial year March 31, 2012 is entire share capital of 50,000 equity shares of Rs. 10/- each issued by the subsidiary company.
- The net aggregate amount, so far as it concerns members of the holding company and is not dealt with in the attached financial statements of the holding company is loss for the period from January 13, 2012 to March 31, 2012 amounts to Rs. 19,360/-.
- The net aggregate amount, so far as it concerns members of the holding company and are dealt with in the attached financial statements of the Holding Company is loss for the period from January 13, 2012 to March 31, 2012 amounts to Rs. NIL.

27.14 Interest in Joint Venture

The Company has 24 % interest in the joint venture, viz 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 31st March, 2012 for which its audited accounts are available in the then Schedule VI to the Companies Act, 1956 are as follows :

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Assets :		
Net fixed Asset	1,16,85,608	59,71,042
Capital Work in Progress	27,52,537	-
Sundry Debtors	1,20,02,236	88,80,820
Cash and Bank Balances	66,07,202	50,89,259
Other Current Assets	2,09,511	1,08,585
Loans and Advances	34,97,713	29,29,652
Deferred Tax Assets	7,43,101	6,73,718
Share Capital	26,40,000	26,40,000
Reserve & Surplus	1,59,76,414	1,34,44,852
Unsecured Loan	80,74,286	-
Current Liabilities	92,74,513	61,28,950
Provisions	15,32,696	14,39,275
Income :		
Earning from logistic services	11,79,11,281	9,63,50,169
Expenses :		
Expenditure on Staff	2,31,04,075	1,73,53,303
Expenditure relating to logistic services	7,27,55,472	5,84,60,491
Administrative Expenses	1,27,84,265	1,19,92,948
Depreciation	41,76,172	24,48,778
Financial Expenses	4,82,508	1,99,477
Profit/(Loss) before tax	52,54,661	64,76,552

Joint Venture has no capital expenditure commitments and contingent liabilities.

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

Note to Financial Statements No. 1 to 27 are attached to and forming part of the Balance Sheet as at March 31, 2012 and Statement of Profit & Loss for the year ended on that date and have been signed for the purpose of identification.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants
Firm Reg. No. 316112E

MAHADEV AGARWAL
Partner

Membership No. 52474
Place : Kolkata
Dated : May 28, 2012

ANAND KUMAR AGARWAL
Chairman

V. K. JAIN
Director

ASHISH AGARWAL
Managing Director

DR. DEBASIS SENGUPTA
Director

A. K. THIRANI
Company Secretary

AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To The Board of Directors
ABC INDIA LIMITED

1. We have audited the accompanying Consolidated Financial Statements of **ABC India Limited** ('the Group') and its **Subsidiary, viz. ABC Skyalline Limited and Jointly Controlled Entity, viz. Nissin ABC Logistics Private Limited** which comprise the Consolidated Balance Sheet as at 31st March, 2012, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.
2. The Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flow of the Company in accordance with accounting principles generally accepted in India.
3. 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 provides a reasonable basis for our opinion.
4. We did not audit the financial statements of the Joint Venture viz. Nissin ABC Logistics Pvt. Ltd, whose financial statements reflect the total assets of Rs.374.98 Lacs as at 31st March 2011 and total revenues of Rs.1185.57 Lacs for the year ended on that date as considered in the consolidated financial statements. These financial statements and other financial information have been audited by other auditor whose report have been furnished to us and our opinion, in so far as it relates to the amounts included in respect of such joint venture is based solely on the report of the other auditors.
5. We Report that the consolidated financial statements have been prepared by the company in accordance with the requirements of Accounting Standard 21 - Consolidated Financial Statements and Accounting Standard 27- Financial Reporting of Interest in Joint Venture as notified under The Companies (Accounting Standards) Rules, 2006.
6. Based on our audit and on consideration of audit reports of other auditors on the separate Financial Statements and on the other financial information of the components and to the best of our information and according to the explanations given to us, in our opinion the Consolidated Financial Statements together with notes thereto and in particular Note no.27.14 give a true and fair view in conformity with accounting principles generally accepted in India:
 - (a) in the case of Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2012;
 - (b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and
 - (c) in the case of the Consolidated Cash Flow Statement, of the cash flow of the group for the year ended on that date.

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

M. Agarwal
Partner
Membership No. 52474

Place : Kolkata
Date : 28th May, 2012

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2012

Particulars	Note No.	As at March 31, 2012 Rs.	As at March 31, 2011 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	5,41,22,820	5,41,21,020
Reserves and Surplus	3	39,17,39,102	36,87,12,711
Non-Current Liabilities			
Long-term borrowings	4	27,35,82,095	27,30,53,565
Deferred tax liabilities	5	6,29,82,867	4,32,30,766
Other long term liabilities	6	3,55,58,627	-
Current Liabilities			
Short-term borrowings	7	55,67,57,232	54,42,71,437
Trade Payables	8	14,07,63,484	13,58,62,275
Other current liabilities	9	17,95,23,222	19,29,41,889
Short-term provisions	10	4,83,66,302	4,26,97,832
Total		1,74,33,95,751	1,65,48,91,496
ASSETS			
Non-Current Assets			
Fixed assets	11		
Tangible assets		74,28,61,492	52,39,90,702
Intangible assets		20,38,365	19,48,867
Capital work in progress		-	27,52,537
Non-current investments	12	31,40,000	5,00,000
Long term loans and advances	13	1,58,51,603	8,96,04,685
Other non-current assets	14	1,56,77,662	41,73,949
Current Assets			
Current Investments	15	6,86,84,770	9,01,51,124
Inventories	16	73,15,291	34,68,522
Trade receivables	17	63,37,63,508	68,73,28,385
Cash and cash equivalents	18	7,85,90,561	8,78,37,764
Short-term loans and advances	19	17,54,72,499	16,31,34,961
Total		1,74,33,95,751	1,65,48,91,496
Significant Accounting Policies	1		
Other Notes on Financial Statement	27		

As per our report of even date attached.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants

Firm Reg. No. 316112E

MAHADEV AGARWAL

Partner

Membership No. 52474

Place : Kolkata

Dated : May 28, 2012

ANAND KUMAR AGARWAL

Chairman

V. K. JAIN

Director

ASHISH AGARWAL

Managing Director

DR. DEBASIS SENGUPTA

Director

A. K. THIRANI
Company Secretary

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

Particulars	Note No.	For the year ended	
		March 31, 2012 Rs.	March 31, 2011 Rs.
Income:			
Revenue from operations	20	2,58,20,41,036	2,10,32,20,733
Other Income	21	3,21,33,794	1,52,89,736
	Total Revenue	2,61,41,74,830	2,11,85,10,470
Expenses:			
Purchase of Stock-in-Trade		57,78,19,813	44,68,97,825
Expenditure relating to transportation & services		1,48,14,04,339	1,21,38,39,802
Changes in inventories of Stock-in-Trade	22	(38,46,769)	(5,28,826)
Employee benefit expense	23	12,59,52,636	12,04,13,608
Finance cost	24	12,29,53,078	6,15,79,653
Depreciation and amortization expense	25	8,09,42,427	4,61,53,141
Other expenses	26	16,00,16,698	14,01,02,942
	Total Expenses	2,54,52,42,222	2,02,84,58,145
Profit before tax		6,89,32,608	9,00,52,324
Tax expense:			
Current tax		1,44,00,000	2,29,72,000
Less : Mat Credit Entitlement		1,31,00,000	-
Net Current Tax		13,00,000	2,29,72,000
Deferred tax		1,90,09,000	83,29,686
Profit for the period		4,86,23,608	5,87,50,638
Earning per equity share [Nominal Value Rs. 10/- each]			
Weighted Average Number of Ordinary Shares		54,17,200	54,02,646
Basic and Diluted		9.19	10.81
Significant Accounting Policies	1		
Other Notes on Financial Statement	27		

As per our report of even date attached.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants
Firm Reg. No. 316112E

MAHADEV AGARWAL
Partner

Membership No. 52474

Place : Kolkata

Dated : May 28, 2012

ANAND KUMAR AGARWAL

Chairman

V. K. JAIN

Director

ASHISH AGARWAL

Managing Director

DR. DEBASIS SENGUPTA

Director

A. K. THIRANI
Company Secretary

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

	For the year ended 31st March, 2012 (Rs.)	For the year ended 31st March, 2011 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax	6,89,32,608	9,00,52,324
Adjusted for :		
Prior period expenditure	11,11,164	(1,85,516)
Net Profit before tax and Extra-ordinary items	<u>7,00,43,772</u>	<u>8,98,66,808</u>
Adjusted for :		
Depreciation	8,09,34,427	4,61,53,141
Preliminary Expense written off	8,000	-
Provision for doubtful debts	-	9,75,396
Bad debts written off	-	48,590
Transfer from Surplus Plan Fund	16,28,287	46,19,216
Interest Received	(31,20,929)	(22,95,210)
Interest paid	11,80,06,487	5,86,22,732
Leave Encashment	6,36,410	27,85,828
Liabilities not required written back	-	(2,14,883)
(Profit)/Loss on sale/ theft of fixed asset	(2,57,73,023)	(18,67,759)
(Profit)/Loss from Partnership firm	(17,646)	(47,115)
Dividend Received	(7,92,000)	-
	<u>17,15,10,013</u>	<u>10,87,79,936</u>
Operating profit before working capital changes	24,15,53,785	19,86,46,744
Adjusted for Increase/Decrease in :		
Trade and other receivable	4,15,62,640	(32,40,52,975)
Loans advances and deposits	5,77,08,320	(9,22,96,756)
Inventories	(38,46,769)	(5,28,826)
Trade Payable	7,57,053	16,02,38,160
	<u>9,61,81,244</u>	<u>(25,66,40,397)</u>
Cash generated from operation	33,77,35,029	(5,79,93,653)
Direct taxes paid	(66,26,410)	14,36,723
Cash flow before extra ordinary items	<u>33,11,08,619</u>	<u>(5,94,30,376)</u>
Net prior period adjustment	11,11,164	1,85,516
Net cash from Operating Activities	<u>32,99,97,456</u>	<u>(5,92,44,860)</u>

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012 (CONTD.)

	For the year ended 31st March, 2012 (Rs.)	For the year ended 31st March, 2011 (Rs.)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchases of fixed assets	(31,85,20,695)	(34,05,92,134)
Increase in Capital work in progress	-	(27,52,537)
Sale of Fixed Assets	3,13,64,960	38,14,557
Capital (Deposit) / Withdrawn from Partnership firm	2,14,84,000	(5,45,63,345)
Interest Received	31,20,929	22,95,210
Dividend Received	7,92,000	-
Net cash used in Investing Activities	<u>(26,17,58,806)</u>	<u>(39,17,98,250)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital	5,400	7,89,600
Proceeds from borrowing(Net)	2,10,48,611	55,47,31,183
Other long term liabilities	3,55,58,627	-
Interest paid	(11,80,06,487)	(5,86,22,732)
Dividend Paid	(94,84,801)	(28,23,477)
Net cash used in Financing Activities	<u>(7,08,78,651)</u>	<u>49,40,74,574</u>
Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	<u>(2,640,001)</u>	<u>4,30,31,464</u>
Cash and Cash Equivalents(Opening Balance)	<u>8,12,30,562</u>	<u>4,48,06,300</u>
Cash and Cash Equivalents(Closing Balance)	<u>7,85,90,561</u>	<u>8,78,37,764</u>

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

As per our report of even date attached.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants
Firm Reg. No. 316112E

MAHADEV AGARWAL

Partner
Membership No. 52474

Place : Kolkata
Dated : May 28, 2012

ANAND KUMAR AGARWAL

Chairman

V. K. JAIN

Director

ASHISH AGARWAL

Managing Director

DR. DEBASIS SENGUPTA

Director

A. K. THIRANI
Company Secretary

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012.**Note No. 1 : SIGNIFICANT ACCOUNTING POLICIES****1.1 Basis of Consolidation**

- (a) The consolidated financial statements relate to ABC India Limited ('the Company') and its subsidiary company, and joint venture. The consolidated financial statements comprise the financial statements of the company and its subsidiary combined on a line by line basis by adding together the book values like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21-"Consolidated Financial Statements."
- (b) The Subsidiary company which are considered in the consolidation and the parent company's holding therein is as under:

Name of the Company	Country of Incorporation	Ownership Interest
ABC SKYLINE LIMITED	India	100%

- (c) Interest in Joint Ventures have been accounted by using the proportionate consolidation method as per Accounting Standard (AS) 27 - "Financial Reporting of Interest in Joint Ventures."

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

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

	March 31, 2012 Rs.	March 31, 2011 Rs.
2.0 SHARE CAPITAL		
2.1 Share Capital		
Authorised Share Capital :		
1,00,00,000 (Previous year 1,00,00,000) Equity Shares of Rs. 10/- each	<u>10,00,00,000</u>	<u>10,00,00,000</u>
Issued, Subscribed & Paid up :		
54,17,232 (Previous year 54,17,152) Equity Shares of Rs. 10/- each, fully paid up	<u>5,41,72,320</u>	<u>5,41,71,520</u>
Less: Calls in arrears by other than directors & officers	<u>49,500</u>	<u>50,500</u>
Total	<u>5,41,22,820</u>	<u>5,41,21,020</u>

2.2 Reconciliation of number of Shares is as set out below :

	March 31, 2012 No. of Shares	March 31, 2011 No. of Shares
Equity Shares outstanding at the Beginning of the year	<u>54,17,152</u>	<u>54,02,362</u>
Add: Shares Issued on exercise of Employees Stock Options	<u>80</u>	<u>14,790</u>
Equity Shares outstanding at the end of the Year	<u>54,17,232</u>	<u>54,17,152</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)

		March 31, 2012		March 31, 2011	
		Rs.		Rs.	
2.3	Details of Shareholders holding more than 5% Shares in the Company:Name of Shareholder	No. of Shares	% held	No. of Shares	% held
	Name of Shareholders				
	ABC Financial Services Private Limited	7,40,726	13.67	6,80,931	12.57
	Mrs. Nirmal Agarwal & Mr. Ashish Agarwal [As partner of M/s. Assam Bengal Carriers]	1,64,954	3.04	4,64,984	8.58
	Hindustan Composites Limited [On account of shares pledged by Mrs. Nirmal Agarwal, Partner of M/s. Assam Bengal Carriers]	4,00,000	7.38	3,35,000	6.18
	Jhunjhunwala Glass Limited [On account of shares pledged by Mrs. Nirmal Agarwal, Partner of M/s. Assam Bengal Carriers]	3,90,000	7.20	Nil	Nil
	Prabhu Dhan Investments Private Limited	3,38,625	6.25	3,38,625	6.25
2.4	The Company has reserved issuance of 1,10,130 (Previous year 1,10,210) equity shares of Rs. 10 each for exercise or grant of options under Employee Stock Option Scheme to eligible employees. As per the terms of the Stock Option Scheme, 2007 of the Company, options vesting on or before 01/11/2008 can be exercised @ Rs 50/- per equity shares and option vesting after 01/11/2008 can be exercised @ Rs 55/- per equity share. The options granted vest over a maximum period of 3 years from the date of grant.				
3.0	RESERVES & SURPLUS				
	Capital Reserve				
	As per last Balance Sheet	615,38,802		6,31,67,597	
	Less : 1) Written up amount of asset sold transferred to General Reserve	16,41,810		2,36,047	
	2) Depreciation / Amortisation on written up amount of assets transferred to Statement of Profit & Loss	13,48,436		13,92,748	
	Sub Total	5,85,48,556		6,15,38,802	
	Securities Premium Reserve				
	As per last Balance Sheet	2,57,01,480		2,50,62,780	
	Add : On Issue of Shares	3,600		6,38,700	
	Sub Total	2,57,05,080		2,57,01,480	
	General Reserve				
	As per last Balance Sheet	16,16,89,446		13,14,53,399	
	Add : 1) Written up amount of asset sold transferred from Capital Reserve	16,41,810		2,36,047	
	2) Transferred from Surplus	3,00,00,000		3,00,00,000	
	Sub Total	19,33,31,256		16,16,89,446	
	Surplus as per Statement of Profit & Loss				
	As per last Balance Sheet	10,38,06,569		8,83,63,162	
	Add : Profit for the Year	4,86,23,608		5,87,50,638	
	Adjustment for earlier years	11,50,941		(3,53,230)	
	Sub Total	15,35,81,118		14,67,60,570	
	Less : Appropriations				
	1) Transfer to General Reserve	3,00,00,000		3,00,00,000	
	2) Proposed Dividend on Equity Share [Dividend per Share Rs. 1.50 (Previous Year Rs. 1.50)]	81,25,848		81,21,678	
	3) Provision for Dividend Distribution Tax	13,18,216		13,80,279	
	4) Excess Provision for earlier year written back	(17,156)		-	
	Sub Total	11,41,54,210		10,72,58,613	
	Total	39,17,39,102		35,61,88,341	
	Share of Joint Venture			1,25,24,370	
	Total	39,17,39,102		36,87,12,711	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
4.0 LONG TERM BORROWINGS		
Term Loans		
Secured		
Against hypothecation of related Vehicles & Ship (Barge)		
Terms of Repayment : 20 to 60 Equalised Monthly Instalments in tenure of loans		
a) From Banks	17,52,48,781	16,92,23,956
(Aggregate amount of loans guaranteed by directors & others Rs. 16,63,74,436/-) (Previous year Rs. 16,19,05,402)		
b) From Other Parties	15,64,57,901	17,30,85,654
(Entire amount of loan guaranteed by directors & others)		
Sub Total	33,17,06,682	34,23,09,610
Unsecured		
a) From Banks	54,39,580	-
(Entire amount of loan guaranteed by directors & others) (Terms of Repayment : 24 Equalised Monthly Instalments in tenure of loan)		
b) From Other Parties	3,74,39,957	-
(Entire amount of loan guaranteed by directors & others) (Terms of Repayment : 120 Equalised Monthly Instalments in tenure of loan)		
Sub Total	4,28,79,537	-
Total	37,45,86,219	34,23,09,610
Less : Current maturities of Long term borrowings classified as Other Current Liabilities (Refer Note No. 9)	10,10,04,124	7,73,30,331
Total	27,35,82,095	26,49,79,279
Share of Joint Venture		80,74,286
Total	27,35,82,095	27,30,53,565
5.0 DEFERRED TAX LIABILITIES (NET)		
Liability Arising on account of Depreciation	6,29,82,867	4,39,73,867
Less : Asset arising on account of Depreciation (Share in Joint Venture)		7,43,101
Total	6,29,82,867	4,32,30,766

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
6.0 OTHER LONG TERM LIABILITIES		
Acceptances other than Trade Payables	3,85,58,627	-
Less : Current maturities of Other long term liabilities classified as Other Current Liabilities (Refer Note No. 9)	30,00,000	-
Total	3,55,58,627	-
7.0 SHORT TERM BORROWINGS		
Secured – Loans repayable on demand :		
Overdraft / Cash credit facility from banks :		
a) State Bank India (Secured by exclusive charge on book debts & movable Current assets excluding inventory and mortgage of specific immovable properties)		
- Cash Credit Facility	22,03,33,542	20,34,34,518
- Corporate Loan	1,05,00,000	2,36,25,000
- Foreign Currency Loans	2,57,60,000	9,08,90,000
(Entire amount of loans have been guaranteed by directors)		
b) United Bank of India (Secured against equitable mortgage of specified Immovable properties, first charge by way of hypothecation of unencumbered Plant & Machinery)	11,97,11,018	11,96,80,749
c) Indian Overseas Bank (Secured by mortgage of specific immovable properties)	5,09,12,672	5,06,41,170
Sub Total	42,72,17,232	48,82,71,437
Unsecured – Loans repayable on demand :		
Inter Corporate Deposits – From parties other than Banks	12,95,00,000	5,60,00,000
Loan from directors	40,000	
Total	55,67,57,232	54,42,71,437
8.0 TRADE PAYABLES		
For Goods and Services	14,07,63,484	12,69,59,273
Total	14,07,63,484	12,69,59,273
Share of Joint Venture		89,03,002
Total	14,07,63,484	13,58,62,275
8.1 There are no dues to Micro and Small Enterprises determined to the extent such parties have been identified on the basis of information available with the Company as at 31 March, 2012 which require disclosure under the Micro, Small and Medium Enterprises Development Act, 2006.		

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
9.0 OTHER CURRENT LIABILITIES		
Current Maturities of Long Term Borrowings (Refer Note. 4)	10,10,04,124	7,73,30,331
Current Maturities of Other long term liabilities (Refer Note. 6)	30,00,000	-
Interest accrued but not due on Borrowings	23,06,308	17,51,913
Unpaid & Unclaimed Dividends	5,28,172	3,39,804
Other Payables		
Statutory Dues	48,35,837	39,34,116
Security Deposit	1,30,35,113	1,37,43,113
Advance from customers	5,44,36,691	9,30,99,468
Banks (due to reconciliation)	3,76,977	23,71,635
Total	17,95,23,222	19,25,70,380
Share in Joint Venture		3,71,509
Total	17,95,23,222	19,29,41,889
10.0 SHORT TERM PROVISIONS		
Provisions for Employee Benefits :		
Provisions for Leave Encashment	34,22,238	27,85,828
Other Provisions :		
Proposed Dividend	81,25,848	81,21,678
Dividend Distribution Tax	13,18,216	13,80,279
Income Tax	3,55,00,000	2,88,77,351
Total	4,83,66,302	4,11,65,136
Share in Joint Venture		15,32,696
Total	4,83,66,302	4,26,97,832

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)

11.0 FIXED ASSET

Description of Assets	GROSS BLOCK			DEPRECIATION / AMORTIZATION			NET BLOCK			
	Cost as at 1st April 2011 Rs.	Additions during the period Rs.	Sales/ Adjustment Rs.	Cost as at 31st March, 2012 Rs.	Up to 31st March, 2011 Rs.	For the period Rs.	Sales/ Adjustment Rs.	Upto 31st March, 2012 Rs.	As on 31st March, 2011 Rs.	As on 31st March, 2012 Rs.
Tangible Assets										
Land:										
Freehold	10,75,33,084	2,89,42,000	0	13,64,75,084	0	0	0	0	13,64,75,084	10,75,33,084
Leasehold	2,15,95,216	0	49,640	2,15,45,576	20,50,892	1,25,878	32,505	21,44,265	1,94,01,311	1,95,44,324
Buildings	15,21,18,757	2,52,46,250	89,55,147	16,90,09,860	7,57,11,360	46,95,508	44,03,244	7,60,03,624	9,30,06,236	7,64,07,397
Plant & equipment	5,25,07,615	2,08,26,974	12,000	7,33,22,589	1,75,15,476	52,33,412	0	2,27,48,888	5,05,73,701	3,49,92,139
Furniture & Fixtures	2,37,04,480	8,92,995	0	2,45,97,475	1,28,41,645	12,60,056	0	1,41,01,701	1,04,95,774	1,08,62,835
Vehicles	36,32,43,826	20,61,37,136	92,76,264	56,01,04,698	10,64,90,660	6,69,72,215	76,65,365	16,57,97,510	39,43,07,188	25,67,53,166
Office Equipment	1,32,46,017	8,81,397	0	1,41,27,414	69,93,490	6,00,764	0	75,94,254	65,33,160	62,52,527
Ships (Barge)	0	3,49,84,405	0	3,49,84,405	0	29,15,367	0	29,15,367	3,20,69,038	0
Share in Joint Venture										
Total : Tangible Assets	73,39,48,995	31,79,11,157	1,76,93,051	1,03,41,67,101	22,16,03,523	8,18,03,200	1,21,01,114	29,13,05,609	74,28,61,492	52,39,90,702
Intangible Assets										
Computer Software	28,98,764	6,09,538	0	34,98,302	9,80,274	4,79,663	0	14,59,937	20,38,365	19,08,490
Share in Joint Venture										
Total : Intangible Assets	28,98,764	6,09,538	0	34,98,302	9,80,274	4,79,663	0	14,59,937	20,38,365	19,48,867
Capital work in progress										
Share in Joint Venture										
Total : Capital work in progress	0	0	0	0	0	0	0	0	0	27,52,537
Grand Total	73,68,37,759	31,85,20,695	1,76,93,051	1,03,76,65,403	22,25,83,797	8,22,82,863	1,21,01,114	29,27,65,546	74,48,99,857	52,86,92,106
Previous Year	50,13,94,341	26,81,39,383	33,03,999	76,62,19,726	19,13,38,932	4,75,45,899	13,57,201	23,75,27,619	52,86,92,106	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
12.0 NON CURRENT INVESTMENT		
Trade Investments (valued at cost)		
In Equity Shares : Unquoted (Fully Paid up)		
Investment in Joint Venture		
2,64,000 (Previous year 2,64,000) Equity Shares of Rs 10/- each of Nissin ABC Logistics Private Limited	26,40,000	-
Sub Total	<u>26,40,000</u>	<u>-</u>
Non-Trade Investments (valued at cost, unless otherwise stated)		
In Equity Shares : Unquoted		
49,500 (Previous year 49,500) Equity Shares of Rs. 10/- each of Utsav Prakashan Limited (in liquidation)	4,95,000	4,95,000
50,000 (Previous year 50,000) Equity Shares of Rs. 10/- each of G.L. Media Services Private Limited	5,00,000	5,00,000
Sub Total	<u>9,95,000</u>	<u>9,95,000</u>
Total (A)	<u>36,35,000</u>	<u>9,95,000</u>
Less: Provision for diminution in value of investment in Shares of Utsav Prakashan Limited	Total (B)	4,95,000
Total (A-B)	<u>31,40,000</u>	<u>5,00,000</u>
13.0 LONG TERM LOANS & ADVANCES		
Capital Advances		
Unsecured, considered good	1,58,51,603	8,96,04,685
Total	<u>1,58,51,603</u>	<u>8,96,04,685</u>
14.0 OTHER NON CURRENT ASSETS		
Surplus of gratuity plan fund	25,45,662	41,73,949
MAT credit entitlement	1,31,00,000	-
Preliminary Expenses	32,000	-
Total	<u>1,56,77,662</u>	<u>41,73,949</u>
15.0 Current Investments		
In partnership firm	6,86,84,770	9,01,51,124
Total	<u>6,86,84,770</u>	<u>9,01,51,124</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
15.1 Particulars		
Name of the Partnership Firm : M/s. Assam Bengal Carriers		
Total Capital of the Firm	3,27,74,094	5,82,81,795
Name of Partners	Share of Partners in Profit/Loss (%)	
Ashok Kumar Agarwal	1	1
ABC India Limited	5	5
Mrs. Nirmal Agarwal	26	26
Mrs. Sweta Agarwal	26	26
Ashish Agarwal	26	26
M/s. Anand Kumar Agarwal & Sons - HUF	16	16
Total	100	100
16.0 INVENTORIES		
Stock-in-Trade	73,15,291	34,68,522
(Valued at cost or net realisable value which ever is lower)		
Total	73,15,291	34,68,522
17.0 TRADE RECEIVABLES		
Unsecured, Considered Goods		
Outstanding for a period exceeding six months from the date they are due for payment	20,39,93,827	20,01,55,680
Others	43,26,42,369	47,80,43,156
Sub Total	63,66,36,196	67,81,98,836
Less: Provision for bad and doubtful debts	28,72,688	28,72,688
Total	63,37,63,508	67,53,26,148
Share in Joint Venture		1,20,02,237
Total	63,37,63,508	68,73,28,385
18.0 CASH & CASH EQUIVALENTS		
Balances with Banks :	3,72,31,805	3,44,80,052
Includes :		
Earmarked balances for unpaid dividends Rs. 5,28,172/- (Previous year Rs. 3,39,804/-), and		
Fixed term deposits pledged with banks towards margin money against guarantees Rs. 2,95,83,148/- (Previous Year Rs. 2,60,16,629/-) of which having more than 12 months' maturity amounts to Rs. 58,52,646/- (Previous year Rs. 1,70,73,189/-)		
Cheques in hand	-	1,57,79,588
Cash on hand	4,13,58,756	3,09,70,922
Total	7,85,90,561	8,12,30,562
Share in Joint Venture		66,07,202
Total	7,85,90,561	8,78,37,764

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
19.0 SHORT TERM LOANS & ADVANCES		
Unsecured, and Considered Good		
To related parties - Unsecured, considered good (Refer Note No. 27)	1,00,82,500	22,97,813
To others - Unsecured, considered good:		
Advance to Employees	17,94,540	17,65,363
Prepaid Expenses	54,879	7,572
Other Advances	8,30,97,627	8,99,43,078
Deposit with Customs, Port trust	-	3,02,558
Income Tax deducted at sources & Refunds (including Rs 1,40,000/- seized by Income Tax Department)	4,80,18,895	2,74,11,835
Other Deposits	3,24,24,058	3,76,99,518
Total	17,54,72,499	15,94,27,737
Share in Joint Venture		37,07,224
Total	17,54,72,499	16,31,34,961
20.0 REVENUE FROM OPERATIONS		
From transportation and contract jobs	1,96,91,68,963	1,51,22,49,667
Rent	2,90,90,305	3,18,60,723
Sub Total	1,99,82,59,268	1,54,41,10,390
Sale of petroleum products	58,37,81,768	45,40,87,327
Total	2,58,20,41,036	1,99,81,97,717
Share of Joint Venture		10,50,23,016
Total	2,58,20,41,036	2,10,32,20,733
21.0 Other Income		
Interest Income	31,20,929	22,92,944
Dividend on long-term trade investments	7,92,000	-
Profit on sale of assets	2,67,95,922	23,67,482
Net gain on foreign currency transactions & translations	7,04,597	-
Past liabilities written back	43,948	2,56,129
Other non operating incomes	6,76,398	97,27,309
Total	3,21,33,794	1,46,43,864
Share of Joint Venture		6,45,872
Total	3,21,33,794	1,52,89,736
22.0 CHANGES IN INVENTORIES		
Stock in Trade		
Closing Stock	73,15,291	34,68,522
Less : Opening Stock	34,68,522	29,39,696
Total	(38,46,769)	(5,28,826)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
23.0 EMPLOYEE BENEFIT EXPENSE		
Salaries, wages, bonus and allowances		
- For employees covered under ESI Scheme	2,43,00,532	2,25,49,648
- For others	8,16,65,528	6,99,96,868
Contribution to provident & other funds	53,42,611	49,31,103
Contribution to gratuity fund	18,81,311	49,08,261
Staff welfare expenses	1,27,62,654	99,22,806
Total	12,59,52,636	11,23,08,686
Share of Joint Venture		81,04,922
Total	12,59,52,636	12,04,13,608
24.0 FINANCE COST		
Interest Expense	11,80,06,487	5,80,07,898
Other borrowing costs	2,70,591	1,61,748
Applicable loss on foreign currency transactions and translation	46,76,000	29,27,500
Total	12,29,53,078	6,10,97,146
Share of Joint Venture		4,82,508
Total	12,29,53,078	6,15,79,654
25.0 DEPRECIATION AND AMORTISED EXPENSE		
Depreciation / Amortisation (Refer Note no. 10)	8,22,82,863	4,33,69,717
Less: Amount transferred from capital reserve being depreciation/amortisation on written up amount of assets	13,48,436	13,92,748
Preliminary Expenses	8,000	
Total	8,09,42,427	4,19,76,969
Share of Joint Venture		41,76,172
Total	8,09,42,427	4,61,53,141
26.0 OTHER EXPENSES		
Rent	2,44,96,488	2,43,49,890
Rates and taxes, excluding, taxes on income	3,00,37,767	1,83,30,132
Electricity charges	34,14,105	35,04,997
Bank charges	70,68,537	75,19,870
Net loss on foreign currency transactions & translation	-	74,377
Insurance	1,17,79,510	87,55,686
Expenditure relating to petrol pump	89,68,724	68,78,328
Provision for bad debts	-	9,75,396
Bad debts written off	1,33,539	17,69,750
Loss on sale of assets	5,51,973	5,05,828
Miscellaneous expenses	6,83,33,734	4,88,58,466
Repairs to building	18,87,448	17,86,434
Previous Years Adjustments	11,55,112	70,613
Charity and donations	13,60,959	36,48,061

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)

	March 31, 2012 Rs.	March 31, 2011 Rs.
Payment to Auditors		
a. As auditor	4,60,800	3,30,900
b. For taxation matters	2,35,600	-
c. Other services	1,32,402	1,09,957
Total	16,00,16,698	12,74,68,685
Share of Joint Venture		
Total	16,00,16,698	14,01,02,942

27 OTHER NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**27.1 Contingent Liabilities & Commitments (to the extent not provided for) :**

Contingent Liabilities	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Guarantees and Counter guarantees	13,07,83,290	13,83,64,345
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.	3,20,273 Asst. Year (2008-09)	3,20,273 Asst. Year (2008-09)

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

Capital Commitments

Estimated amount is not ascertainable for contracts remaining to be executed on capital account against which advance of Rs. 1,58,51,603/- (P.Y. Rs. 8,96,04,685/-) has been made.

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

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Vehicles	4,43,23,000	Nil
Computer Software	4,30,972	Nil
Total	4,47,53,972	Nil

27.3 Expenditure in foreign currency during the financial year :

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Enroute civil expenses	18,72,41,759	6,83,30,946
Travelling expenses	30,19,910	8,93,991
Shipment expenses	2,17,33,414	23,18,671
Others	6,68,822	1,51,548
Share in Joint venture	Nil	14,66,939

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)

27.4 Earnings in Foreign Exchange during the financial year :

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Freight	50,34,956	53,72,804
Share in Joint venture	-	31,45,443

27.5 Books of Accounts for Branches:

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

27.6 Bad Debts:

Bad debts are ascertained by the management, each year after due consideration and are accordingly written off. During the year Rs. 1,33,539/- (Previous Year Rs. 18,18,340/-) has been so written off. Although doubtful debts could not be specifically quantified, however, as an abundant precaution an amount of Rs. NIL (Previous Year Rs 28,72,688/-) is provided towards estimated bad debts.

27.7 Balances of Trade Receivables, Advances & Deposits:

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

27.8 Petrol Pump at Pune:

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

27.9 Utilisation of money realized under ESOP:

The money realized pursuant to exercise of options by employees has been utilized in the business of the Company especially for funding capital investments.

27.10 Defined Benefit Plan as per AS-15 Employee Benefits:

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

Reconciliation of Defined Benefit Obligation

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Present Value of Defined Benefit Obligation as at 31.03.2011	1,47,83,596	1,05,95,751
Current Service Cost	12,78,428	11,17,445
Interest Cost	11,87,495	8,08,941
Employee Contributions	-	-
Past Service Cost (Vested Benefit)	-	15,00,876
Past Service Cost (Non Vested Benefit)	-	-
Amalgamations	-	-
Curtailement Cost / (Credit)	-	-
Settlement Cost / (Credit)	-	-
Actual Benefit Payments	(13,20,112)	(24,29,011)
Actuarial Losses / (Gains)	8,49,739	31,89,596
Present Value of Defined Benefit Obligation as at 31.03.2012	1,67,79,146	1,47,83,596

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)**Reconciliation of Fair Value of Plan Assets**

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Fair Value of Plan Assets as at 31.03.2011	1,89,57,545	1,93,88,916
Expected Return on Plan Assets	14,64,815	14,67,765
Contributions	-	-
Actual Benefits Payments from Plan Assets	(13,20,112)	(21,39,966)
Amalgamations	-	-
Settlements	-	-
Actuarial Gains / (Losses)	2,22,560	-
Fair Value of Plan Assets as at 31.03.2012	1,93,24,808	1,89,57,545
Discount Rate Applied	8.70%	8.40%

Amount Recognized in Balance Sheet

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Present Value of Defined Benefit Obligation	1,67,79,146	1,47,83,596
Fair Value of Plan Assets	(1,93,24,808)	(1,89,57,545)
Funded Status - (Surplus) / (deficit)	(25,45,662)	(41,73,949)
Unrecognized Past Service (Costs) / Credit	-	-
Para 59 (b) Limit	-	-
Liability / (Asset) recognized in Balance Sheet	(25,45,662)	(41,73,949)
Estimated Future Term Liability (Decrement - adjusted)	20.08	20.32

Amount Recognized in Statement of Profit and Loss

Particulars	March 31, 2012 (Rs.)	March 31, 2011 (Rs.)
Current Service Cost (including risk premiums for fully insured benefits)	12,78,428	11,17,445
Interest Cost	11,87,495	8,08,941
Expected return on Plan Assets	(14,64,815)	(14,67,184)
Employee Contributions	-	-
Past Service Cost – Vested Benefit	-	15,00,876
Past Service Cost – Non Vested Benefit	-	-
Effect of Limit in Para 59 (b)	-	-
Settlement Cost / (Credit)	-	-
Actuarial Losses / (Gains)	6,27,179	29,48,764
Total employer expense for the year as per actuarial valuation	16,28,287	49,08,842

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)
The Financial Assumptions used in Actuarial Valuation

Particulars	March 31, 2012 %	March 31, 2011 %
Discount rate	8.7	8.4
Expected return on assets	8	8
Salary escalation	5	5

Summary of the Active Members of the Scheme

Particulars	March 31, 2012	March 31, 2011
No. of active members	480	498
Average monthly salary (INR)	7,939	7,327
Average age (years)	36.34	36.07
Average past service (years)	9.86	9.48

Withdrawal Rate as per Actuarial Valuation

Particulars	March 31, 2012 %	March 31, 2011 %
Below 25	0.5	0.5
Ages from 25-29	0.3	0.3
Ages from 30-34	0.2	0.2
Ages from 35-49	0.1	0.1
Ages from 50-54	0.2	0.2
Above 54	0.3	0.3

27.11 Segment Reporting :

The Company has three segments namely Freight and Service division, Petrol Pump division and Warehousing Facility division in terms of Accounting Standard -17 issued by The Institute of Chartered Accountants of India and accordingly the required disclosure are as follows :

(Amount in Rs.)

Particulars	Freight & Services		Petrol Pump		Warehousing		Unallocated		24% In Joint Venture		Total	
	31.03.12	31.03.11	31.03.12	31.03.11	31.03.12	31.03.11	31.03.12	31.03.11	31.03.12	31.03.11	31.03.12	31.03.11
Net Segment Revenue	1,98,73,41,222	1,54,41,10,390	58,37,81,768	45,40,87,327	1,09,18,046	0	3,21,33,794	1,52,89,736	0	10,50,23,016	2,61,41,74,830	2,11,85,10,470
Net Segment Result	20,44,73,337	17,15,90,072	8,21,530	8,21,530	71,75,940	-	-	-	-	57,07,747	21,24,70,807	17,81,19,349
Less : Interest	-	-	-	-	-	-	12,29,53,078	5,81,69,646	-	4,53,066	12,29,53,078	5,86,22,732
Less : Unallocated Expenses net of unallocated Income	-	-	-	-	-	-	2,05,65,760	2,94,44,293	-	-	2,05,65,760	2,94,44,293
Profit before Tax	-	-	-	-	-	-	6,89,51,968	8,47,97,663	-	52,54,681	6,89,51,968	9,00,52,324
Other Information												
Segment Assets	1,36,52,87,702	1,41,33,91,775	1,54,66,367	73,82,544	13,36,83,698	-	22,94,26,184	20,00,02,370	-	3,67,54,807	1,74,38,63,751	1,65,75,31,496
Segment Liabilities	1,00,42,04,497	91,26,31,462	1,49,01,111	66,58,818	-	-	27,88,76,861	29,46,29,092	-	1,81,38,394	1,29,79,82,469	1,23,20,57,766
Capital Expenditure	29,28,00,723	25,17,63,214	-	-	-	-	2,56,39,972	37,12,000	-	1,26,64,170	31,85,20,695	26,81,39,384
Depreciation	7,48,40,321	4,00,48,965	18,740	18,740	25,49,876	-	35,25,490	33,02,012	-	41,76,172	8,69,34,427	4,75,45,889

a) Segment Assets & Liabilities, as well as revenue & expenses are directly attributable to the segment.

b) All Unallocated assets & liabilities and revenue & expenses are treated separately.

c) There are no separate reportable secondary segments.

d) Accounting policies of the segment are the same as those described in summary of significant accounting policies as set out in Note No. 1.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)
27.12 Related party disclosures :
Names of related parties :

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

Transactions with related parties :

(Amount in Rs.)

Particulars	Associates		Key Management Personnel & their relatives		Total	
	March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011	March 31, 2012	March 31, 2011
Investment of capital	8,85,61,000	7,46,83,345	—	—	8,85,61,000	7,46,83,345
Withdrawal of capital	11,00,45,000	2,01,20,000	—	—	11,00,45,000	2,01,20,000
Transportation receipt	—	—	—	—	—	—
Transportation related payment	3,00,16,319	1,33,17,573	—	—	3,00,16,319	1,33,17,573
Reimbursement towards expenses	—	—	—	—	—	—
Advance taken	13,713	32,02,187	—	—	13,713	32,02,187
Advance given	77,98,400	55,00,000	—	—	77,98,400	55,00,000
Dividend received	—	—	—	—	—	—
Rent Expense	16,80,000	15,60,000	—	—	16,80,000	15,60,000
Rent Income	79,416	79,416	—	—	79,416	79,416
Donation Paid	4,00,000	5,75,000	—	—	4,00,000	5,75,000
Salary/ Remuneration	—	—	59,34,605	60,49,522	59,34,605	60,49,522
Share of profit/(loss) from Firms	17,646	47,115	—	—	17,646	47,115
Outstanding Advance (given) as at the year ended	1,00,82,500	22,97,813	—	—	1,00,82,500	22,97,813
Investment in Firm	6,86,84,770	9,01,51,124	—	—	6,86,84,770	9,01,51,124

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2012. (CONTD.)

- 27.13** The subsidiary is wholly owned therefore no minority interest has been calculated and disclosed.
- 27.14** Share in joint venture for the financial year ended March 31, 2012 has not been incorporated in the consolidated financial statements of ('the Group') ABC India Limited due to non availability of audited accounts of the joint entity, Nissin ABC Logistics Private Limited.
- 27.15** Previous year figures have been regrouped / rearranged / reworked / reclassified wherever necessary and figures in brackets in Balance Sheet, Statement of Profit & Loss and Notes thereto are negative figures.

Note to Financial Statements No. 1 to 27 are attached to and forming part of the Balance Sheet as at March 31, 2012 and Statement of Profit & Loss for the year ended on that date and have been signed for the purpose of identification.

For AGARWAL KEJRIWAL & CO.

Chartered Accountants
Firm Reg. No. 316112E

MAHADEV AGARWAL

Partner
Membership No. 52474
Place : Kolkata
Dated : May 28, 2012

ANAND KUMAR AGARWAL

Chairman

V. K. JAIN

Director

ASHISH AGARWAL

Managing Director

DR. DEBASIS SENGUPTA

Director

A. K. THIRANI

Company Secretary

**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.

ABC Skyline Ltd.

Anand Kumar Agarwal

Anand Kumar & Sons, HUF

Ashish Agarwal

Assam Bengal Carriers

Assam Bengal Carriers Ltd.

Bhoruka Properties Pvt. Ltd.

Bikky Agarwal

Fresh Focus Consumer Products Pvt. Ltd.

Gusto Imports Pvt. Ltd.

Kadambari Kapoor

Nirmal Agarwal

Prabudhan Carriers Pvt. Ltd.

Prabudhan Infrastructure Pvt. Ltd.

Prabudhan Investment Pvt. Ltd.

Prabudhan Properties Pvt. Ltd.

Sweta Agarwal

Sweta Financial Services Pvt. Ltd.

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 Nineth Annual General Meeting of the Company to be held on
Saturday, the 1st September, 2012 at 1:00 PM and at any adjournment thereof.

Signed on this _____ day of _____, 2012

Signature _____

Revenue Stamp

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

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

ABC INDIA LIMITED

Registered Office : KEDAR ROAD, GUWAHATI, ASSAM

ATTENDANCE SLIP

39th Annual General Meeting, 1st September, 2012

I certify that I am registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 39th Annual General Meeting of the Company at Vishwaratna Hotel, Onkar Plaza, A. T. Road, Guwahati - 781001, Assam at 1:00 PM on 1st September, 2012.

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

If undelivered please return to :

ABC INDIA LIMITED

C-121 BANGUR AVENUE

KOLKATA-700 055